Section I

Conrad Industries, Inc.

2014 Annual Report

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FORWARD-LOOKING-STATEMENTS

In this Annual Report and in the normal course of business, we, in an effort to help keep our stockholders and the public informed about our operations, may from time to time issue or make certain statements, either in writing or orally, that are or contain forward looking statements. All statements contained herein, other than statements of historical fact, are forward looking statements. When used in this Annual Report, the words "anticipate," "believe," "estimate" and "expect" and similar expressions are intended to identify forward looking statements. Such statements reflect our current views with respect to future events and are subject to certain risks, uncertainties and assumptions, including our reliance on cyclical industries, our reliance on principal customers and government contracts, the outcome of the claims process for economic damages under the Deepwater Horizon Court-Supervised Settlement Program, our ability to perform contracts at costs consistent with estimated costs utilized in bidding for the projects covered by such contracts, variations in quarterly revenues and earnings resulting from the percentage of completion accounting method, the possible termination of contracts included in our backlog at the option of customers, operating risks, competition for marine vessel contracts, our ability to retain and implement effective succession plans for key management personnel and to continue to attract and retain skilled workers, state and federal regulations, the availability and cost of capital, and general industry and economic conditions. These and other risks and assumptions are discussed in more detail in our Annual Report. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those anticipated, believed, estimated or expected. We do not intend to update these forward looking statements. Although we believe that the expectations reflected in such forward looking statements are reasonable, no assurance can be given that such expectations will prove correct.

REPORT TO OUR FELLOW SHAREHOLDERS

In 2014, we achieved revenues of $309.0 million, net income of $22.8 million, EBITDA of $37.2 million and earnings per diluted share of $3.84. With continued confidence in the strength of our balance sheet and in our future prospects, our Board of Directors declared a special dividend of $1.00 per share, paid in January 2015, totaling $5.9 million. Additionally, the Board initiated a quarterly dividend of $0.25 per share payable on April 14, 2015. Declaration of the dividend is at the discretion of the Board each quarter, and will depend upon the Company's financial performance, cash requirements, outlook and other factors deemed relevant by the Board.

During the past five years, we have made, in the aggregate, approximately $44.8 million of capital expenditures to add capacity and improve the efficiency of our shipyards. This includes $9.9 million in 2014, which was primarily for capital additions at our five locations to increase capacity and operational efficiencies, and to replace leased equipment with Company owned equipment. The additions for 2014 also include plant improvements and purchased machinery and equipment for our new facility, Deepwater South, in the amount of $3.4 million. We acquired our 50-acre Conrad Deepwater South facility in 2012 for $5.6 million. The Company continues to develop this site for new construction activities and delivered our first vessel constructed at the site in the first quarter of 2014. Our Board of Directors has approved a $27.3 million capital expenditure program for 2015, which includes $16.7 million for the continued development of the Conrad Deepwater South yard. The additional improvements at Deepwater South will continue to enhance our ability to build larger vessels.

The Company has repurchased 564,920 shares of our Company's stock for a total of $10 million since 2011. This resulted in 5,862,287 shares outstanding as of December 31, 2014. On December 11, 2014, the Board increased the stock repurchase program to $20.0 million

Our customers comprise a very diverse group that crosses a wide range of businesses including the energy sector, dredging, construction, towing, transportation and bunkering markets, as well as the US Army Corps of Engineers, US Coast Guard and various state and local governmental agencies. During 2014 we derived our revenue from 142 customers compared to 182 in 2013.

Our new construction segment accounted for 78.2% of our 2014 total revenue and our repair and conversion segment accounted for 21.8% of our 2014 total revenue.For 2014, 35.3% of total revenue was Gulf of Mexico oil and gas industry ("energy") related, 62.0% was other commercial and 2.7% was government. This compares to 35.2% energy, 64.6% other commercial and .2% government in 2013.

During 2014 we delivered 52 vessel construction jobs comprised of a crane barge, an inland barges, a recovery vessel, a spud barge, a tug, 10 LPG barges, 2 tow boats, 4 deck barges, 27 30,000 bbl. tank barges, 2 dry bulk barges and 2 anchor barges.

During the year, we added $276.9 million of backlog to our new construction segment. This compares to total contract signings of $234.2 million during 2013.

Our backlog was $180.2 million at December 31, 2014 as compared to $152.9 million at December 31, 2013. At December 31, 2014, 65.7% of our vessel construction backlog was from other commercial contracts 20.8% was from government and 13.5% was from energy contracts. At December 31, 2013, 67.0% of our vessel construction backlog was from other commercial contracts and 33.0% was from energy contracts. During March 2015 we entered into a contract to construct the first LNG bunker barge to be built for the marine market in North America.

Net working capital increased from $70.8 million at December 31, 2013 to $79.6 million at December 31, 2014. We reduced our debt balance from $1.2 million at December 31, 2013 to $0 at December 31, 2014. Shareholders' equity increased from $118.1 million at December 31, 2013 to $131.8 million at December 31, 2014.

Throughout our 67 years, we have used our cash and debt to make investments in our business to continue to diversify our product mix, take advantage of business opportunities and improve efficiencies. We believe these investments have allowed us to remain competitive, meet changing customer needs and navigate effectively through business cycles. Additionally, we have returned cash to our shareholders through our stock repurchase program and special dividends in each of the past three years and in 2015 initiated a quarterly dividend.

We are optimistic about the long-term prospects of our business; we must also take note of near-term risks. We have experienced a decline in demand for inland tank barges primarily used to transport petroleum products produced from shale plays, and a softer repair market. Current declining oil prices may adversely impact our business, particularly in our repair segment. We have been actively pursuing increased opportunities to produce different types of vessels for new markets, and are encouraged by our recent success in obtaining the contract to construct the LNG bunker barge. Some of these vessels, including the LNG bunker barge are larger, take longer to start production, and take longer to complete than vessels we have constructed in the past. Some may require additional capital expenditures. We currently expect these factors to negatively impact our financial performance during 2015, compared 2014.

We have met these types of challenges in the past and we continue to be confident that because of our record of success, talented and dedicated employees, strong balance sheet, and diversified customer base, we will continue to be responsive to changing market conditions, with our goal remaining to continue to enhance shareholder value.

Yours truly,

/s/ *J. Parker Conrad*	*/s/ John P. Conrad, Jr.*	*/s/ Terry T. Frickey*	*/s/ Cecil A. Hernandez*
J. Parker Conrad	John P. Conrad, Jr.	Terry T. Frickey	Cecil A. Hernandez
Founder and Chairman Emeritus of the Board	President, Chief Executive Officer and Chairman of the Board	Executive Vice President and Chief Operating Officer	Executive Vice President and Chief Financial Officer

An Important Note About This Report

Effective March 31, 2005, Conrad Industries, Inc. is no longer subject to the reporting requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934(the "Act"). Accordingly, this Annual Report is not filed with the Securities and Exchange Commission, is not available on the SEC's EDGAR system, and does not purport to meet the requirements for companies that are subject to the Act's reporting requirements. The Company does intend in this Annual Report and other reports to provide accurate financial and other information of interest to investors. Information in this Annual Report has not been reviewed or audited by our independent certified public accountants, except for the audited financial statements included in Section II.

This Annual Report and other periodic reports to shareholders are available on the Company's website, www.ConradIndustries.com , and at www.otcmarkets.com. Interested persons may also request copies directly from the Company; please direct requests and inquiries to Chief Financial Officer, Conrad Industries Inc., P. O. Box 790, Morgan City, LA, 70381, telephone (985) 702-0195.

Business Overview

General

We specialize in the construction, repair and conversion of a wide variety of steel and aluminum marine vessels for commercial and governmental customers. Through our subsidiaries, we operate five shipyards: one in Morgan City, Louisiana, three in Amelia, Louisiana and one in Orange, Texas. During 2003, we expanded into the aluminum marine fabrication and repair business after transforming one of our existing repair yards in Amelia, Louisiana into a facility specifically designed to handle aluminum marine fabrication and repair ("Conrad Aluminum"). In addition, in February 2003, we significantly expanded our repair capabilities when we opened our second facility in Amelia ("Conrad Deepwater"). We now have all of our six drydocks at that facility. In January 2005, we commenced the development of a new construction area at our Deepwater facility. This development was completed in March 2005 and enables us to efficiently construct larger vessels than we were able to work on at our existing facilities. In 2012 we purchased 50 acres of property adjacent to our Deepwater facility ("Deepwater South") to position us for future opportunities. We began new construction operations at the Deepwater South facility in June 2013 while making improvements. We continued with the improvements in 2014, and we delivered our first vessel constructed at Deepwater South in the first quarter of 2014. Our 2015 capital expenditure budget includes $16.7 million for additional improvements at Deepwater South.

Our new construction segment accounted for 78.2%, 74.1%, and 79.6% of our total revenue for 2014, 2013 and 2012, respectively. Vessels we construct include barges, tug boats, tow boats, ferries, lift boats and aluminum crew/supply vessels. Much of our new construction is performed indoors, which we consider to be a significant strategic advantage.

Our repair and conversion segment accounted for 21.8%, 25.9%, and 20.4% of our total revenue for 2014, 2013 and 2012, respectively. We repair a wide variety of marine vessels. Our conversion projects are included in our repair segment and primarily consist of lengthening the midbodies of vessels, modifying vessels to permit their use for a different type of activity and other modifications to increase the capacity or functionality of a vessel.

We serve a variety of customers and markets, including the Gulf of Mexico oil and gas industry ("energy"), other commercial markets, various local and state governments and the U.S. government. We believe that our ability to provide products and services to a variety of customers is a competitive strength. The demand for our products and services is dependent upon a number of factors, including the economic condition of our customers and markets, the age and state of repair of the vessels operated by our customers and the relative cost to construct a new vessel as compared with repairing an older vessel.

In April 2010, the Deepwater Horizon rig, which was engaged in deepwater drilling operations in the Gulf of Mexico, sank after an explosion and fire, resulting in the discharge of substantial amounts of oil. On May 28, 2010, the Department of Interior imposed a moratorium on offshore deepwater drilling operations, which was lifted on October 12, 2010. However, due to the incident and new regulatory and permitting issues, deepwater and shallow water drilling was slowed, which adversely affected our business.

In December 2012 and February 2013, the Company submitted claims to the BP Settlement Fund in accordance with the Deepwater Horizon Court-Supervised Settlement Program, totaling $22.6 million. Certain of our businesses are located within the economic zones included in the class settlement and we believe that the damage calculations have been made in accordance with the guidelines established for the BP Settlement Fund; however, the claims are subject to review by the professionals responsible for processing the claims and determining the amount to be awarded for each claim. Accordingly, the amounts awarded to us may be less than the amounts we submitted and some or all of our claims may be rejected. Any award we receive will be subject to income taxes. Based on the current pace of the review process, the Company cannot predict the timing of the resolution of this matter. No amounts related to the claims have been recorded in our financial statements at December 31, 2013 and 2014. For additional information, see Note 12 to our financial statements included with this report.

A significant portion of our historical revenues has been derived from customers in the Gulf of Mexico oil and gas industry. When there has been a decline in new construction opportunities in the Gulf of Mexico oil and gas industry, we have been successful in securing work from government sources and other commercial customers. We saw in 2009, 2010 and 2011 a major increase in projects for other commercial customers as well as government projects. In 2012 and 2013, we saw increases in the commercial market and some increases in the energy market; however there was a decrease in the government market. The increase in commercial customer demand has been driven largely by customers acquiring barges to transport petroleum products resulting from the use of horizontal drilling in conjunction with hydraulic fracturing, which has expanded the ability of producers to recover natural gas and oil from low-permeability geologic plays, particularly shale plays. During 2014 we experienced a decline in demand for inland tank barges primarily used to transport petroleum products produced from shale plays, and a softer repair market due to declining oil prices. Other commercial contracts accounted for approximately 65.7%, 67.0%, and 84.3% of our backlog at December 31, 2014, 2013 and 2012, respectively of our backlog. Government contracts accounted for approximately 20.8%, 0.0%, and 0.0% at December 31, 2014, 2013 and 2012, respectively. Energy contracts accounted for approximately 13.5%, 33.0%, and 15.7% of our backlog at December 31, 2014, 2013 and 2012, respectively.

During 2014, we added $276.9 million of backlog, which are related to commercial, government and energy contracts. Our backlog was $180.2 million at December 31, 2014 as compared to $152.9 million at December 31, 2013. During 2013, we added $234.2 million to our new construction segment, which was related to commercial and energy contracts.

For 2014, 2013 and 2012, we received approximately 35.3%, 35.2%, and 16.2%, respectively, of our total revenues from customers in the Gulf of Mexico oil and gas industry, 2.7%, .2%, and 7.7% from government customers and 62.0%, 64.6%, and 76.1% from other commercial customers.

Because a large percentage of our repair work is derived from the Gulf of Mexico oil and gas industry, conditions in that industry affect our repair segment. There was an increase in revenue and gross profit in the repair and conversion segment starting in the fourth quarter of 2005 and continuing for 2006, 2007 and 2008 related to increased oil and gas activities in the Gulf of Mexico and the impacts of Hurricanes Katrina, Rita, Gustav and Ike. Although we had strong activity in our repair segment during the first quarter of 2009, we experienced lower repair gross profits in 2009, 2010 and 2011 as a result of a significant decrease in demand and profitability primarily due to decreased customer activity in the Gulf of Mexico, which we believe resulted from the Deepwater Horizon incident and economic uncertainties. In 2012 we experienced a slightly higher gross profit in the repair segment resulting from an increase in production hours and a few more profitable jobs as compared to 2011, when we incurred losses on a few jobs. In 2013, we experienced our highest revenue in our repair segment in the history of the Company, and it exceeded our previous highest repair segment revenue in 2008 by $7.4 million. We experienced lower repair gross profits in 2014 due to a significant loss on a large conversion job, and a decrease in demand and customer activity, which we believe is due to the decline in crude oil prices.

Internal Expansion

During 2014, we purchased real estate for $1.3 million at our Morgan City location, as well as replaced equipment. We made plant improvements and purchased machinery and equipment for our new facility, Deepwater South in the amount of $3.4 million. At our Deepwater location, we completed bulkheads and utility services in the amount of $1.4 million. At our Orange location, we completed plant improvements in the amount of $2.0 million. At our Conrad Aluminum facility, we purchased machinery and equipment. In total $9.9 million was spent on capital expenditures for the year ended December 31, 2014.

During 2013, we purchased real estate at our Morgan City location, as well as replaced equipment. We made plant improvements and purchased machinery and equipment for our new facility, Deepwater South in the amount of $1.9 million. At our Deepwater location we refurbished one of our drydocks in the amount of $1.5 million. At our Orange location, we were in the process of doing plant improvements. At our Conrad Aluminum facility, we extended the bulkheads and have done property improvements in the amount of $1.8 million. In total $12.4 million was spent on capital expenditures for the year ended December 31, 2013.

During 2012, we purchased 50 acres of land adjoining our Deepwater facility for $5.6 million. We made repairs and upgrades to our railway launching system for $3.7 million at our Orange facility. We did property improvements at our various locations in the amount of $1.1 million. We replaced rental equipment with Company owned equipment and upgraded equipment to provide improved functionality and efficiency. In total $15.3 million was spent on capital expenditures for the year ended December 31, 2012.

During 2011, we purchased real estate at our Orange location, made improvements to the yard, as well as replaced rental equipment with Company owned equipment. At our Deepwater location we refurbished one of our drydocks, and replaced rental equipment with Company owned equipment. In total these additions amounted to $2.6 million of our total $4.3 million of capital expenditures for 2011. In addition, a total of $1.2 million was spent on the purchase of property, buildings improvements and plant improvements at all locations.

During 2010, we extended our bulkhead and extended a drydock at our Conrad Deepwater location. At our Orange facility we replaced a crane and made improvements to the yard. In total these additions amounted to $2.4 million of our total $2.9 million of capital expenditures for 2010.

During 2009, we purchased real estate at our Morgan City location, as well as replaced rental equipment with Company owned equipment. At our Conrad Aluminum facility, we also added several pieces of material handling equipment to replace rental equipment, and we extended the bulkheads. At the Conrad Deepwater facility we began the extension of bulkheads and a launching system. At our Orange Facility, we purchased three parcels of real estate and mooring barges, and added processing equipment for increased capacity and operational efficiencies. In total these additions amounted to $4.0 million of our total $4.6 million of capital expenditures for 2009.

During 2008, we completed a new slip at our Conrad Deepwater facility and installed the related infrastructure so that we could increase our capacity to perform additional topside work at the facility. At our Orange facility, we purchased three parcels of real estate and added several large pieces of material handling and processing equipment to give us increased capacity and operational efficiencies, as well as replaced rental equipment with Company owned equipment. At our Conrad Aluminum facility, we also added several pieces of material handling equipment to replace rental equipment. In addition, at this facility, we stabilized additional ground space and added the necessary infrastructure to increase our capacity and operational efficiencies. At our Morgan City shipyard we made improvements to our launching system and added several pieces of equipment to increase capacity and efficiency. In total, these additions amounted to $4.9 million of our total $5.9 million of capital expenditures for 2008.

We expanded our new construction capabilities at Conrad Deepwater during the first quarter of 2005. This development of an uncovered work area and associated equipment cost approximately $550,000. The area is now used for module construction on vessel conversions.

In the fourth quarter of 2003, we opened our Conrad Aluminum yard in Amelia, Louisiana and announced our first new construction contract at that facility, an aluminum crew/supply boat. We purchased the yard for approximately $1.0 million in 1996 and commenced steel repair and conversion operations there in 1998. In 2003, we obtained approximately $5.5 million in funding to convert the yard into an aluminum marine fabrication and repair facility capable of serving both commercial and government customers.

In the first quarter of 2003, we opened a new steel marine vessel repair and conversion yard at another location in Amelia, Louisiana, which is located within one mile of Conrad Aluminum. We refer to this facility as "Conrad Deepwater." The facility is located on a 52-acre previously undeveloped site that we purchased in 2000 for $1.3 million. During 2002 and 2003, we invested approximately $7.0 million developing approximately 14 acres of the site into the new facility. The facility allows us to handle vessels with deeper drafts than we have historically been able to service at our other facilities. We currently have all of our six drydocks at Conrad Deepwater.

History

Our company was founded in 1948 by J. Parker Conrad, Chairman Emeritus of our Board of Directors, and began operations at our shipyard in Morgan City, Louisiana. In December 1997, we paid approximately $22.8 million in cash (net of cash acquired) to purchase all of the stock of Orange Shipbuilding Company, Inc., which owns our shipyard in Orange, Texas. The acquisition expanded our new construction capacity and expanded our product capabilities into additional types of marine vessels, including vessels for the U.S. government and modular components for offshore drilling rigs and floating, production, storage and offloading vessels. Orange Shipbuilding has been engaged in shipbuilding since 1974, and on June 29, 2012 Orange Shipbuilding Company, Inc.'s name was changed to Conrad Orange Shipyard, Inc. Our parent company Conrad Industries, Inc. was incorporated in March 1998 to serve as the holding company for our wholly-owned subsidiaries, currently Conrad Shipyard, L.L.C., Conrad Orange Shipyard, Inc. and Conrad Aluminum, L.L.C. We completed our initial public offering in June 1998 by issuing 2.1 million shares of common stock. On March 30, 2005 we voluntarily delisted our common stock from Nasdaq and, simultaneously with delisting, filed a Form 15 with the Securities and Exchange Commission (the "SEC") to voluntarily deregister our common stock under the Securities Exchange Act of 1934, as amended (the "Exchange Act") and to suspend our obligation to file reports under Section 15(d) of the Exchange Act. We were eligible to deregister by filing a Form 15 because we had fewer than 300 holders of record of common stock. At the time of filing, our obligation to file certain reports with the SEC, including Forms 10-K, 10-Q, and 8-K, immediately ceased.

Operations

Our principal operations consist of the construction, repair and conversion of a wide variety of steel and aluminum marine vessels for commercial and governmental customers.

Backlog

Our backlog as of December 31, 2014 consisted of 32 vessels: 6 liquefied petroleum gas (LPG) barges, 3 30,000 BBL tank barges, 5 35,000 BBL tank barges, 3 55,000 BBL tank barges, a refrigeration barge, a ferry, a lift boat, a dock barge, a conversion, 3 tugs, 2 crane barges, 80,000 BBL tank barge, 2 tow boats and 2 mid-body extensions. Our backlog (including remaining contract revenue for projects currently in progress) as of December 31, 2014 was approximately $180.2 million compared to $152.9 million as of December 31, 2013. We anticipate that all of the aggregate remaining revenue from firm contracts as of December 31, 2014 will be realized during fiscal 2015 and 2016. As of December 31, 2014, approximately 77.8% of our backlog related to contracts for a government and three commercial customers.

Construction of Vessels

We construct a variety of small, medium, and large sized vessels for commercial and governmental customers. This activity accounted for 78.2%, 74.1% and 79.6% of our total revenue for 2014, 2013 and 2012, respectively. Much of our new vessel construction is done indoors in well-lighted space specifically designed to accommodate construction of marine vessels up to 350 feet in length. As a result, marine vessel construction is not hampered by weather conditions, and we are able to more effectively utilize our workforce and equipment. We continue development of the Conrad Deepwater South yard which will enhance our ability to build larger vessels up to 600 feet in length.

The following is a description of the main types of vessels we manufacture:

Offshore and Inland Barges. We build a variety of offshore barges, including container barges, double-skinned tank barges, pressurized tank barges, liquefied petroleum gas barges, and deck barges for commercial customers. Additionally, we have built YCs (yard carrier barges) and YONs (yard oiler Navy barges) for the U.S. Navy. We also build a variety of inland barges, including deck, crane, hopper, liquefied petroleum gas, and double skinned tank barges up to 80,000 BBL capacity. We have constructed a variety of barges used in the offshore oil and gas industry, including shale barges, pipe laying barges, oil and gas drilling barges, and oil and gas production barges. Our barges are also used in marine construction and are used by operators to carry liquid cargoes such as petroleum and drilling fluids, dry bulk cargoes such as aggregate, coal and wood products, deck cargoes such as machinery and equipment, and other large item cargoes such as containers and rail cars. Other barges function as cement offloaders and split-hull dump scows. We have built barges ranging from 50 feet to 400 feet in length, with as many cargo tanks, decks and support systems as necessary for the intended functions of the barges. During March 2015 we entered into a contract to construct the first LNG bunker barge to be built for the marine market in North America.

Lift Boats. Lift boats are used primarily to furnish a stable work platform for drilling rigs, to house personnel, equipment and supplies for such operations and to support construction and ongoing operation of offshore oil and gas production platforms. Lift boats are self-propelled, self-elevating and self-contained vessels that can efficiently assist offshore platform construction and well servicing tasks that traditionally have required the use of larger, more expensive mobile offshore drilling units or derrick barges. Lift boats have different water depth capacities and have legs, ranging from 65 to 250 feet, which are used to elevate the deck of the boat in order to perform required procedures on a platform at different heights above the water.

Tug Boats/Push Boats/Tow Boats. We build boats for towing and pushing, anchor handling, mooring and positioning, dredging assistance, tanker escort, port management, shipping, piloting, firefighting and salvage.

Other Offshore Support Vessels. In addition to lift boats and tug boats, we build other types of offshore support vessels that serve exploration and production facilities and support offshore construction and maintenance activities. These offshore support vessels include supply vessels, utility vessels and anchor handling vessels.

Ferries. We build aluminum and steel ferries for State agencies and Puerto Rico that transport passengers and vehicles.

Drydocks. Drydocks are used to lift marine vessels from the water in order to facilitate the inspection and/or repair of the vessels' underwater areas. A drydock is composed of a floodable pontoon with wing walls and its designated capacity identifies the number of tons it is capable of safely lifting from the water. The drydock is submerged by opening valves to flood compartments; the vessel is then placed over the submerged deck of the drydock; and the vessel is lifted from the water by closing the valves and pumping the water out of the flooded compartments.

Repair and Conversion Services

Repair and conversion services accounted for 21.8%, 25.9%%, and 20.4% of our total revenue for 2014, 2013 and 2012, respectively. We have six drydocks, a 300 ton travel lift and dockside space capable of accommodating vessels and barges up to 500 feet long. Our marine repair activities include shot blasting, painting, electrical system and piping repairs, propeller and shaft reconditioning and American Bureau of Shipping certified welding. Our conversion projects primarily consist of lengthening the midbodies of vessels, modifying vessels to permit their use for a different type of activity and other modifications to increase the capacity or functionality of a vessel. All U.S. Coast Guard inspected vessels and ABS classed vessels are required to undergo periodic inspections and surveys which require regular drydock examination. Non-U.S. flag vessels are subject to similar regulations. The inspection of vessels generally results in repair work being required in order to pass inspection. In addition, vessel owners often elect to make other repairs or modifications to vessels while in drydock undergoing required repairs. While we are not aware of any proposals to reduce the frequency or scope of such inspections, any such reduction could adversely affect our results of operations.

Our repair and conversion business tends to be seasonal, with increases in the colder months in the Gulf of Mexico during the latter part of our fourth quarter and beginning of our first quarter. During this time, vessel owners and operators tend to repair or modify their vessels as a result of or in anticipation of work during the warmer months in the Gulf of Mexico.

Customers

We service a wide variety of customers. Customers include marine service companies, offshore support companies, rig fabricators, offshore and inland barge and support vessel operators, offshore construction and drilling contractors, diving companies, energy companies, the U.S. Army, U.S. Army Corps of Engineers, U.S. Navy, U.S. Coast Guard and various state and local governmental agencies, many of whom have been our customers on a recurring and long-term basis. We have also provided and continue to provide repair and conversion services to many of the major offshore support vessel companies and barge operators. Our principal customers may differ substantially on a year-to-year basis due to the size and limited number of new construction projects performed each year. All of our customers for the last three years have been domiciled in the United States and Puerto Rico, but we are currently pursuing projects with foreign businesses.

During 2014, we derived 12% of our revenue from one customer for which we constructed 8 35,000 BBL tank barges and 11% from another customer for which we constructed 4 30,000 BBL tank barges, 2 tow boats and 3 tug boats. The remaining 77% of the revenue was attributable to 140 other customers.

During 2013, we derived 19% of our revenue from one customer for which we constructed 18 30,000 BBL tank barges and 11% from another customer for which we constructed 15 30,000 BBL tank barges. The remaining 70% of the revenue was attributable to 180 other customers.

During 2012, we derived our revenue from 176 customers. No customer represented 10% or more of our revenue.

Contract Procedure, Structure and Pricing

Our contracts for new commercial construction projects generally are obtained through a competitive bidding process. In addition, contracts for the construction and conversion of vessels for the U.S. government are generally subject to competitive bidding. We submit a large number of bids to commercial customers. However, because the bidding process for U.S. government contracts is significantly more detailed and costly, we tend to be more selective regarding the government projects on which we bid.

Most of the construction contracts we enter into, whether commercial or government, are fixed-price contracts under which we retain all cost savings on completed contracts but are liable for all cost overruns.

Contracts with the U.S. government and some commercial customers are subject to termination by the customer either for their convenience or upon our default. If the termination is for the customer's convenience, the contracts provide for payment upon termination for items delivered to and accepted by the customer, payment of our costs incurred through the termination date, and the costs of settling and paying claims by terminated subcontractors, other settlement expenses and a reasonable profit.

Although varying contract terms may be negotiated on a case-by-case basis, our commercial and government contracts ordinarily provide for a down payment, progress payments at specified stages of construction and a final payment upon delivery. Final payment under certain contracts may be subject to deductions if the vessel fails to meet certain performance specifications based on tests we conduct prior to delivery, although it has been very rare.

Under commercial contracts, we generally provide a six-month to twelve-month warranty with respect to workmanship and materials we furnish. In the majority of commercial contracts, we pass through the respective suppliers' warranties to the customer and do not warrant materials acquired from our suppliers. Our government contracts typically contain warranties up to two years covering both materials and workmanship. Historically, our expenses to fulfill such warranty obligations have not been material in the aggregate.

The work performed on vessels is subject to acceptance by the U.S. Coast Guard and, in some cases, by the American Bureau of Shipping or other classification societies. In addition, the work and the finished vessel are subject to acceptance by the customer based on the contract plans and specifications. If we fail to meet the regulatory or customer requirements additional work could be required which could increase the cost of the job. Although there are instances where some rework is required, typically, these situations have had only a minor impact on the progress of the job and the amount of revenue and profit recognized. We monitor our progress on our contracts, including whether we are meeting the regulatory and customer requirements, and take that into account when calculating our estimates at completion.

Bonding and Guarantee Requirements

Although we generally meet financial criteria that exempt us from bonding and guarantee requirements for most contracts, certain contracts with federal, state or local governments and commercial customers may require contract bid and performance bonds if requested by the customer. As of December 31, 2014, outstanding bonds amounted to $51.2 million. Although we believe that in the future we will be able to obtain bonds, letters of credit, and similar obligations on terms we regard as acceptable, there can be no assurance we will be successful in doing so.

Engineering

We generally build vessels based on our customers' design, drawings and specifications. We also develop in-house custom designs for customers' special requirements using our computer-aided design (CAD) capabilities and outside engineering services. We have designed and built numerous barges, tow boats, tug boats and other vessels. This library of projects allows us to respond quickly to customers' needs. The process of computer drafting, preparation of construction drawings and development of cut tapes for numerically controlled plasma cutting of steel with the latest 3-D software programs allows us to minimize engineering mistakes and costly rework.

Materials and Supplies

The principal materials we use are standard steel shapes, steel plate and paint. Other materials used in large quantities include aluminum, steel pipe, electrical cable and fittings. We also purchase component parts such as propulsion systems, hydraulic systems, generators, auxiliary machinery and electronic equipment. Additionally, we purchase the tanks used in our LPG barges from third parties. All these materials and parts are currently available in adequate supply from domestic and foreign sources. However, in late 2003, the price of steel and steel delivery times began to increase substantially and we were experiencing challenges in finding certain steel sizes. Steel prices increased significantly during most of 2008 before declining in the latter part of 2008 and the first quarter of 2009. Prices did not fluctuate significantly in 2009. We experienced significant increases in the price of steel during 2010. Steel prices increased during 2011 approximately 10 percent. We experienced a slight decrease in steel prices in the beginning of 2012 due to a decrease in global demand for steel. From 2012 to 2014 steel prices remained relatively flat. We experienced a slight decrease at the end of 2014 and beginning of 2015. All of our shipyards obtain materials and supplies by truck or rail.

Vessel Construction Process

Once a contract has been awarded to us, a project manager is assigned to supervise all aspects of the project, from the date the contract is signed through delivery of the vessel. The project manager oversees the engineering liaison's completion of the vessel's drawings and supervises the planning of the vessel's construction. The project manager also oversees the purchasing of all supplies and equipment needed to construct the vessel, as well as the actual construction of the vessel.

We construct each vessel from raw materials, which are fabricated by shipyard workers into the necessary shapes to construct the hull and vessel superstructure. We purchase component parts, such as propulsion systems, hydraulic systems and generators, auxiliary machinery and electronic equipment, separately and install them or have them installed in the vessel. Additionally, we purchase the tanks used in our LPG barges separately from third parties. We use job scheduling and costing systems to track progress of the construction of the vessel, allowing ourselves and the customer to remain apprised of the status of the vessel's construction.

With the assistance of computers, construction drawings and bills of materials are prepared for each module to be fabricated. Modules are built separately, and penetrations for piping, electrical and ventilation systems for each module are positioned and cut during the plasma cutting operation. Piping, raceways and ducting are also installed prior to the final assembly of modules. After the modules are assembled to form the vessel, piping, electrical, ventilation and other systems, as well as machinery, are installed prior to launching, testing and final outfitting and delivery of the vessel.

Competition

U.S. shipbuilders are generally classified into two categories: (1) the two largest shipbuilders, which are capable of building large scale vessels such as aircraft carriers and battleships for the U.S. Navy and oceangoing cargo vessels for commercial customers; and (2) other shipbuilders that build small to medium-sized vessels for government and commercial markets. We compete in the second of these categories. We compete for U.S. government contracts to build small to medium-sized vessels principally with four to six U.S. shipbuilders, which may include one or more of the two largest shipbuilders. We compete for domestic commercial shipbuilding contracts principally with approximately ten to fifteen U.S. shipyards. The number and identity of competitors on particular projects vary greatly depending on the type of vessel and size of the project, but we generally compete with only three or four companies with respect to a particular project. We compete with approximately ten shipyards in our repair and conversion business. Competition is based primarily on price, available capacity, service, quality, and geographic proximity.

Employees

At December 31, 2014, we had 593 employees of which 102 were salaried and 491 were hourly. At December 31, 2013 we had 616 employees of which 95 were salaried and 521 were hourly. At December 31, 2012 we had 549 employees of which 80 were salaried and 469 were hourly. In addition, we use subcontract employees to fill openings that are short-term in nature or when we cannot find people to hire. These totaled 624, 613, and 489 at December 31, 2014, 2013, and 2012, respectively. We are not a party to any collective bargaining agreements.

Insurance

We maintain insurance against property damage caused by fire, flood, explosion and similar catastrophic events that may result in physical damage or destruction to our facilities and equipment. The insurance currently excludes acts of terrorism as we have determined that this coverage is not available at a reasonable cost. We generally do not have business interruption insurance. We also maintain commercial general liability insurance, including builders' risk coverage, employment practices, professional (design), and directors and officer's liability. We currently maintain excess and umbrella policies. Other coverages currently in place include workers compensation, water pollution, automobile, and hull/property and indemnity. All policies are subject to deductibles and other coverage limitations. Due to the impact of Hurricanes Katrina and Rita in the Gulf Coast region our property insurance costs and deductibles increased significantly during 2007 and 2008. Rates have stabilized since 2009.

Regulation

Environmental Regulation

We are subject to extensive and changing federal, state and local laws (including common law) and regulations designed to protect the environment, including laws and regulations that relate to air and water quality, impose limitations on the discharge of pollutants into the environment and establish standards for the treatment, storage and disposal of toxic and hazardous wastes (''Environmental Laws''). Because industrial operations have been conducted at some of our properties by previous owners and operators and by us for many years, various materials from these operations might have been disposed of at such properties. This could result in obligations under Environmental Laws, such as requirements to remediate environmental impacts. For information about an environmental matter at our Morgan City shipyard, see Note 12 (Commitments and Contingencies) to our Consolidated Financial Statements included with this report.

Although no assurances can be given, except as noted above, we believe that our operations are in compliance in all material respects with all environmental laws. However, stricter interpretations and enforcement of environmental laws and compliance with potentially more stringent future environmental laws could materially and adversely affect our operations.

Health and Safety Matters

Our facilities and operations are governed by laws and regulations, including the federal Occupational Safety and Health Act, relating to worker health and workplace safety. We believe that appropriate precautions are taken to protect employees and others from workplace injuries and harmful exposure to materials handled and managed at our facilities. While we do not anticipate that we will be required in the near future to expend material amounts by reason of such health and safety laws and regulations, we are unable to predict the ultimate cost of compliance with these changing regulations.

Jones Act

Section 27 of the Merchant Marine Act of 1920 (the "Jones Act") requires that all vessels transporting products between U.S. ports must be constructed in U.S. shipyards, owned and crewed by U.S. citizens and registered under U.S. law, thereby eliminating competition from foreign shipbuilders with respect to vessels to be constructed for the U.S. coastwise trade. Many customers elect to have vessels constructed at U.S. shipyards, even if such vessels are intended for international use, in order to maintain flexibility to use such vessels in the U.S. coastwise trade in the future.

OPA90

Demand for double-hull carriers has been created by the Oil Pollution Act of 1990 ("OPA90"), which generally requires U.S. and foreign tank vessels carrying oil and certain other hazardous cargos and entering U.S. ports to have double-hulls by 2015. OPA90 establishes a phase-out schedule that began January 1, 1995 for all existing single-hull tank vessels based on the vessel's age and gross tonnage. OPA90's single-hull phase-out requirements do not apply to most offshore supply vessels.

Risk Factors

The following discussion identifies important factors that could cause our actual results to differ materially from those in or anticipated by our forward-looking statements.

Risks Related to our Business

Because a significant portion of our revenues comes from customers in the Gulf of Mexico oil and gas industry, particularly in our repair segment, decreases in offshore oil and gas activities tend to reduce demand for our products and services and negatively impact our revenues and profits. The level of offshore oil and gas activities can be affected by prevailing oil and gas prices, which historically have fluctuated significantly.

The Gulf of Mexico oil and gas industry can be affected by prevailing oil and gas prices, which historically have fluctuated significantly. Low oil or gas prices or a decline in demand for oil or gas can depress offshore exploration, development and production activity and result in decreased spending by our Gulf of Mexico oil and gas industry customers. This can result in a decline in the demand for our products and services and can have a substantial negative effect on our revenues and profits.

A decrease in drilling in shale plays or development of alternative sources of transportation for petroleum products produced from shale plays could have a material adverse impact on our new construction segment revenues and profits.

A significant portion of our recent backlog and stock barges, approximately 9.5% at December 31, 2014, 26.2% at December 31, 2013 and 79.8% at December 31, 2012, has been related to the construction of tank barges for use by customers transporting petroleum products resulting from the use of horizontal drilling in conjunction with hydraulic fracturing, which has expanded the ability of producers to recover natural gas and oil from low-permeability geologic plays, particularly shale plays. Accordingly, any decline in this activity could adversely affect our new construction segment. We believe that a substantial number of new tank barges have been built recently for this purpose, and cannot predict whether or to what extent demand for additional new tank barges will continue. In addition, the development of alternative sources of transportation for these petroleum products could also reduce demand for tank barges and have an adverse effect on our business, which could be material.

Weak or uncertain global or domestic economic conditions can have an adverse impact on our business.

Adverse global and domestic economic conditions may contribute to a reduction in demand for our products and services. Market uncertainties may cause customers to delay signing new construction contracts and reduce their use of repair services.

We construct stock vessels from time to time to fill gaps in our construction schedules or for strategic business and marketing reasons. Inability to sell stock vessels at prices above our cost could have a material adverse impact on our profitability.

From time to time we have experienced gaps in our construction schedules and have begun construction on projects that were not under contract and that we believed we could convert to contracts in a relatively short period of time within starting construction or within completion of the project. The primary goal of this strategy is to maintain operational efficiencies and revenue volume between contracted projects. We have also constructed stock vessels for strategic business and marketing reasons. At December 31, 2010, we had seven stock barges under construction with approximately $9.5 million of costs. At December 31, 2011, we had eight stock barges and two tow boats under construction with approximately $1.0 million of costs. At December 31, 2012, we had three stock barges, a recovery vessel and four tow boats under construction with approximately $653,000 of costs. At December 31, 2013, we had two stock barges, and a recovery vessel under construction with approximately $1.6 million of costs. At December 31, 2014, we had ten stock barges under construction with approximately $11.8 million of total costs. Our board has approved up to $20 million in inventory costs in stock barges and vessels. If we are not able to sell the stock vessels for at least cost, we would have a loss on the project. Additionally, this strategy results in a reduction in working capital available for other purposes until the stock vessels are sold.

We have in the past performed a significant amount of our work under U.S. and other government contracts. Reductions in government spending on the types of products and services we offer or our inability to secure new government contracts could have a substantial negative impact on our revenues and profits.

We have built vessels for the U.S. Army, U.S. Navy, U.S. Coast Guard and U.S. Army Corp of Engineers. We have also built vessels and performed conversion or repair services for local and state governments, either directly or as a subcontractor. Revenue derived from all government customers accounted for approximately 2.7%, .2%, and 7.7% of our total revenue in 2014, 2013 and 2012, respectively. Revenue derived from U.S. government customers accounted for approximately 2.7%, .1%, and .8% of our total revenue in 2014, 2013 and 2012, respectively. Government contracts accounted for approximately 20.8%, 0.0%, and 0.0% of our backlog at December 31, 2014, 2013 and 2012, respectively. Government contracts are generally subject to strict competitive bidding requirements. In addition, the number of vessels that are purchased by governments varies with their budgets and the appropriation of government funds. We cannot predict whether we will be able to secure new government contracts.

For 2014, 2013 and 2012, we received approximately 35.3%, 35.2%, and 16.2%, respectively, of our revenues from customers in the Gulf of Mexico oil and gas industry, 2.7%, .2%, and 7.7% from government customers and 62.0%, 64.4%, and 76.1% from other commercial customers.

Our repair business has high fixed costs, which can adversely affect our margins and profits.

Our repair business has high fixed costs primarily associated with the depreciation of facilities, floating drydocks and the marine travel lift. As a result, our margins and profits are adversely affected when the volume of our work declines.

Measures we may take to respond to a slowdown in new construction or repair projects due to a deterioration in general economic conditions or in our customers' industries may not be sufficient to prevent a decline in earnings.

Reductions in activities in our business may cause us to reevaluate our operations. We may respond to these conditions by reducing our prices and anticipated profit margins in order to attempt to maintain activity levels in our yards and thereby maintain our workforce. Price and profit margin reductions may lead to decreased profitability, particularly over the short term. In addition, we may respond by beginning construction of historically marketable vessels before obtaining a customer contract in order to preserve our workforce. We may also respond by cutting costs, including through employee attrition or layoffs. Decreases in costs may not be adequate to offset losses in revenues, particularly over the short term. We may also seek new customers or different types of projects, which may increase our marketing and other costs. These measures, among others we may take, may not be sufficient to prevent a decline in our earnings.

We could incur losses under our fixed-price contracts as a result of cost overruns or delays in delivery, particularly on types of vessels we have not constructed in the past.

Most of our contracts for marine vessel construction, including government contracts, are fixed-price contracts. Under fixed-price contracts, we retain all cost savings on completed contracts but are liable for the full amount of all cost overruns. We attempt to anticipate increases in costs of labor and materials in our bids on fixed-price contracts. However, the costs and gross profits realized on a fixed-price contract may vary from our estimates due to factors such as:

- unanticipated variations in labor and equipment productivity over the term of a contract;
- unanticipated increases in costs of materials, labor and indirect expenses; and
- errors in estimates and bidding.

Depending on the size of the project, variations from estimated contract performance could significantly reduce our earnings, and could result in losses, during any fiscal quarter or year. In addition, some of our fixed-price contracts provide for incentive payments for early delivery and liquidated damages for late delivery. If we miss a specified delivery deadline under one of those contracts, we may be subject to liquidated damages.

From time to time, we bid on fixed-price contracts to construct vessels that we have not constructed in the past, such as the LNG bunker barge for which we were awarded a contract in March 2015. We believe we have sufficient related experience to perform these contracts profitably. However, the risks of cost overruns or delays in delivery on those contracts are greater than for contracts for vessels that we have built in the past.

Estimates we may make in applying percentage-of-completion accounting could result in a reduction of previously reported profits and have a significant impact on quarter-to-quarter operating results.

We use the percentage-of-completion method to account for our construction contracts in process. Under this method, revenue and expenses are based on the percentage of labor hours incurred as compared to estimated total labor hours for each contract. As a result, the timing of recognition of revenue and expenses we report may differ materially from the timing of actual contract payments received and expenses paid. We make provisions for estimated losses on uncompleted contracts in the period in which the losses are determined. To the extent that those provisions result in a reduction of previously reported profits on a project, we must recognize a charge against current earnings. These charges may significantly reduce our earnings, depending on the size of the contract and the adjustment. In addition, because many of these contracts are completed over a period of several months, the timing of the recognition of related revenue and expense could have a significant impact on quarter-to-quarter operating results.

A decline in general economic conditions or deterioration in the financial condition of a particular customer or that customer's industry can increase our customer credit risk, which may adversely affect our profits.

Although varying contract terms may be negotiated on a case-by-case basis, our commercial and government construction contracts ordinarily provide for a down payment, with progress payments at specified stages of construction and a final payment upon delivery. Conversely, repair and conversion customers are typically billed upon completion of the work performed. A decline in the economy can adversely affect some of our customers' ability to pay. For example, during 2009, we experienced an increase in bad debt write-offs, and also experienced an increase in our allowance of doubtful accounts primarily due to the bankruptcy of two customers. If we are unable to collect any account receivable in the amount we have estimated to be collectible, we must recognize a charge to earnings that is in effect a reversal of previously recorded profits. We raised our bad debt allowance in 2014 as a result of declining market conditions due to the decrease in crude oil prices.

The loss of a significant customer could result in a substantial loss of revenue.

A relatively small number of customers have historically generated a large portion of our revenue, although not necessarily the same customers from year to year. For the years ended December 31, 2014, 2013 and 2012, our ten largest customers collectively accounted for 70.9%, 68.4% and 63.4% of our revenues, respectively. The loss of a significant customer could result in a substantial loss of revenue and significantly reduce our earnings. See "Business – Customers."

If our customers terminate projects, our reported backlog could decrease, which could substantially reduce our revenues and earnings.

Our backlog is based on unearned revenue attributable to projects for which a customer has authorized us to begin work or purchase materials. Our contracts with commercial customers generally do not permit the customer to terminate the contract. In the case of a termination, the government is generally required to pay us for work performed and materials purchased through the date of termination and, in some cases, pay us termination fees. Either the change or terminations of government contracts could substantially change the amount of backlog currently reported and could substantially decrease our revenue and earnings.

Our backlog of $180.2 million at December 31, 2014 was attributable to 32 projects, of which 20.8% was attributable to two government projects. As of December 31, 2013, approximately $152.9 million was attributable to 38 projects, of which 0.0% was attributable to government projects. Our backlog of $120.7 million at December 31, 2012 was attributable to 42 projects, of which 0.0% was attributable to government projects.

We are subject to the possibility of significant physical damage and business interruption caused by hurricanes or flooding.

Due to the proximity of our shipyards to the Gulf of Mexico and locations along rivers in flood plains, our work in progress and facilities are subject to the possibility of significant physical damage and business interruption caused by hurricanes or flooding. Although we maintain insurance protection as we consider economically prudent, there can be no assurance that such insurance will be sufficient in coverage or effective under all circumstances or against all hazards to which we may be subject. If we sustain major damage that is not covered by insurance it could have a material adverse effect on the Company.

During the second quarter of 2011 we were affected by rising water levels along the Mississippi and Atchafalaya Rivers. The primary adverse impact was the temporary suspension of operations at our Morgan City shipyard which is located on the Atchafalaya River outside the protection of the levee system. In order to minimize the impact of the imminent flooding and decrease the amount of down time, we constructed our own levee system to protect our Morgan City shipyard. This resulted in no property and equipment damage and also allowed us to return to full operation with minimal clean-up, months sooner than otherwise. We relocated all of our production and support personnel and many of our projects to our other shipyards and continued operations at a minimally reduced level for approximately forty-five days. We resumed limited operations at our Morgan City shipyard during middle of June and were fully operational at this yard by July. All of our other yards remained fully operational. Due to the efforts of our people to plan for protection and move projects to other facilities, there was only a minimal impact on our profitability and no material adverse effect on our Company. Additionally, we were able to keep our people working and we were able to meet the delivery deadlines committed to customers.

From time to time, we may not be able to hire sufficient numbers of trained shipyard workers. Any labor shortage may increase our cost of labor, limit our production capacity and materially decrease our earnings.

Shipyards along the Gulf Coast have experienced shortages of skilled labor from time to time as a result of low unemployment in the economy in general and/or increased demand for skilled labor in the offshore oil and gas and related industries in particular. We, along with other shipyards along the Gulf coast experienced labor shortages from 2005 through much of 2008 due to the high demand in our industry for new construction and repair and conversion services. Currently we are not experiencing trouble finding skilled labor; however if market conditions improve it could lead to shortages of skilled labor. These labor shortages increase our cost of labor, could limit our production capacity, and materially decrease our earnings.

We rely on key personnel.

We are dependent on the continuing efforts of our executive officers and key operating personnel. The loss of the services of any of these persons could result in inefficiencies in our operations, lost business opportunities and the loss of one or more customers. We generally do not have employment agreements with our employees other than our executive officers and we do not carry key person life insurance. Our Chief Executive Officer is 72 and our Chief Operating Officer is 70, and we have been engaged in a succession planning process.

Our principal stockholders may control the outcome of stockholder voting.

J. Parker Conrad, John P. Conrad, Jr. and Katherine Conrad Court own or control through trusts 2,190,427 shares of our common stock, or 37.4% of the outstanding shares of our common stock, and members of their immediate families own approximately 247,100 additional shares, which together total more than 41.6% of our outstanding common stock as of March 10, 2015. In addition, our executive officers and directors as a group, which includes J. Parker Conrad and John P. Conrad, beneficially own approximately 2,243,588 shares or 38.3% of our common stock. If they act in concert, these holders could be able to exercise effective control over our affairs, elect our entire board of directors, and control substantially all matters submitted to a vote of our stockholders. The interests of these holders may differ from the interests of our minority stockholders, and they may vote their shares in a manner adverse to our minority stockholders.

Sales or the availability for sale, of substantial amounts of our common stock in the over-the-counter market could adversely affect the market price of our common stock.

Of the 5,862,287 basic shares of our common stock currently outstanding, approximately 3.7 million shares are freely tradable. The remaining outstanding shares may be resold publicly only following their registration under the Securities Act of 1933, as amended, or under an available exemption.

In addition, the average daily trading volume in our common stock for 2014 was 7,124 shares. The availability of a large block of stock for sale in relation to our normal trading volume can result in a decline in the market price of our common stock.

We are not a public company.

On March 30, 2005 we voluntarily delisted our common stock from Nasdaq and filed a Form 15 with the Securities and Exchange Commission (the "SEC") to voluntarily deregister our common stock under the Securities Exchange Act of 1934, as amended (the "Exchange Act") and to suspend our obligation to file reports under Section 15(d) of the Exchange Act.

We were eligible to deregister by filing a Form 15 because we had fewer than 300 holders of record of common stock. At the time of filing, our obligation to file certain reports with the SEC, including Forms 10-K, 10-Q, and 8-K, immediately ceased.

On March 31, 2005 our common stock began trading in the over-the-counter market through the OTC Markets Electronic Quotation Service. Quotes are available over the internet at www.otcmarkets.com as well as through other services.

We cannot control whether trading in the stock will continue on the "OTC Markets" or elsewhere.

Some provisions of our corporate documents and Delaware law may discourage a takeover.

Our Amended and Restated Certificate of Incorporation (the "Charter") and Delaware law could make it more difficult for a third party to acquire us, even if a change in control would be beneficial to our stockholders. Specifically, our Charter:

- authorizes the issuance of "blank check" preferred stock;
- divides our board into three classes, the members of which serve three-year terms;
- provides that directors may only be removed for cause and then only by the vote of the holders of a majority of our outstanding capital stock;
- establishes advance notice requirements for director nominations and stockholder proposals to be considered at annual meetings;
- prohibits stockholder action by written consent; and
- prohibits stockholders from calling special meetings of stockholders.

In addition, Delaware law restricts specified mergers and other business combinations between us and any holder of 15% or more of our common stock. Delaware law also permits the adoption of a shareholder rights plan without stockholder approval, and we have adopted a rights plan. The rights plan is intended to protect stockholder interests in the event we become the subject of a takeover initiative that our board of directors believes could deny our stockholders the full value of their investment. The adoption of the rights plan was intended as a means to guard against abusive takeover tactics and was not in response to any particular proposal. The plan does not prohibit the board from considering any offer that it considers advantageous to stockholders.

We also have employment agreements with our executive officers that provide for benefits in specified circumstances if there is a change of control of our company. These provisions might hinder, delay or prevent a change of control of our company. These provisions could also limit the price that investors might be willing to pay in the future for shares of our common stock.

We may discontinue paying dividends in the future.

We paid special dividends on our common stock of $1.00 per share on January 5, 2015, and of $2.00 per share on December 17, 2013 and December 31, 2012. Additionally, the Board initiated a quarterly dividend of $0.25 per share during the first quarter of 2015. Declaration of future dividends is at the discretion of the Board each quarter, and will depend upon the Company's financial performance, cash requirements, outlook and other factors deemed relevant by the Board.

Risks Related to our Industry

- *Our business is highly competitive. As a result, we may lose business and employees to our competitors or may experience lower profit margins than we would in the absence of competition.*

- *The price of steel may increase substantially, which can adversely affect our profits and cause potential customers to delay new construction projects. For additional information, see "Business Overview – Materials and Supplies."*

- *Excess capacity in our industry from time to time can place downward pressure on pricing and profit margins.*

- *Our customers may require us to post bid bonds and performance bonds, which may be difficult to obtain for reasons primarily related to industry conditions or our financial condition.*

- *Federal law favoring U.S. shipyards over foreign shipyards may be modified or rescinded, resulting in greater competition from foreign shipyards that operate with lower costs.*

- *New regulations or modifications to existing regulations affecting our significant customers could decrease demand for our products and services and result in significantly lower revenues and earnings.*

- *Compliance with environmental laws and other government regulations may increase our cost of doing business.*

- *Our business involves operating hazards and risks of liability and lawsuits, and our insurance coverage may be insufficient to cover all losses that we experience.*

Properties

We conduct our operations at five shipyards, one in Morgan City, Louisiana, three in Amelia, Louisiana, and one in Orange, Texas. Much of our new vessel construction is done indoors in well-lighted space specifically designed to accommodate construction of marine vessels up to 350 feet in length. During the past five years, we have made, in the aggregate, approximately $44.8 million of capital expenditures to add capacity and improve the efficiency of our shipyards. During 2012, we purchased 50 acres adjoining our Deepwater yard, which we now operate as our Conrad Deepwater South shipyard.

Our principal executive offices occupy approximately 8,700 square feet of leased office space in Morgan City, Louisiana. The current lease term extends through June 2017.

Morgan City Shipyard

We have owned and operated our Morgan City, Louisiana shipyard since 1948. The yard is located on the Atchafalaya River approximately 30 miles from the Gulf of Mexico on approximately 11 acres. The shipyard has 14 buildings containing approximately 125,000 square feet of enclosed building area and ten overhead cranes. In addition, the shipyard has one submersible launch barge, 1,700 linear feet of steel bulkhead, five rolling cranes and a slip. During 2012, we completed filling our second slip to increase our land area for material lay down and fabrication. The buildings at the Morgan City shipyard include offices for management and support personnel as well as three large fabrication warehouses specifically designed to accommodate marine vessel construction. In 2014 we purchased land and buildings to increase parking, fabrication and office space.

Amelia Shipyards

We have three facilities in Amelia, Louisiana, which is approximately five miles from Morgan City, Louisiana: Conrad Aluminum, Conrad Deepwater and Conrad Deepwater South. Conrad Aluminum is located on the Bayou Boeuf/Intracoastal Waterway approximately 30 miles from the Gulf of Mexico on approximately 16 acres. We purchased the yard for approximately $1.0 million in 1996 and commenced marine steel repair and conversion operations there during February 1998. In 2003, we obtained approximately $5.5 million in financing to convert the yard into an aluminum marine fabrication and repair facility capable of serving both commercial and government customers, and commenced our aluminum operations at the facility in the fourth quarter of 2003. The funding was primarily used to construct a 37,500 square foot two-bay building, to purchase a 300 ton travel lift, six overhead cranes and other tools and equipment, and to make improvements to the docks. The facility has a total of seven buildings containing approximately 67,500 square feet of enclosed building area. The site has 2,100 linear feet of bulkhead and two slips. During 2007 and 2009 we further developed our repair and new construction areas at Conrad Aluminum to give us additional capacity and improved production efficiencies

Conrad Deepwater is located on the Bayou Boeuf/Intracoastal Waterway approximately 30 miles from the Gulf of Mexico and is within one mile of Conrad Aluminum. The facility is located on a 52-acre previously undeveloped site that we purchased in 2000 for $1.3 million. During 2002 and 2003, we invested approximately $7.0 million developing approximately 14 acres of the site into the new facility. We commenced steel repair and conversion operations at the facility in February 2003. This facility has one building containing approximately 5,400 square feet comprising a stock room and maintenance shop. The site also has 1,700 linear feet of bulkhead and one slip. The facility allows us to handle vessels with deeper drafts than we have historically been able to service at our other facilities. We expanded our new construction capabilities at Conrad Deepwater during the first quarter of 2005. During 2007, we purchased a heavy lift crane and installed a crane foundation at our Deepwater facility to enable us to remove and replace lift boat legs that needed repair. This heavy lift crane has also been used by our new construction operations to install legs on liftboats. In the past we had to bring the liftboats, at an additional cost, to a third party facility to accomplish this task. During 2008, we completed development of a slip at the facility and added infrastructure to increase our capabilities for topside work.

We currently have six drydocks at Conrad Deepwater. The drydocks consist of two 120-foot by 52-foot drydock with lifting capacity of 900 tons, two 200-foot by 70-foot drydocks with lifting capacities of 2,400 tons, one 200-foot by 95-foot drydock with a lifting capacity of 4,000 tons and one 280-foot by 160-foot drydock with a lifting capacity of 10,000 tons. We constructed the largest drydock ourselves in 2000 and 2001 for approximately $5.7 million. This allowed us to (1) increase our repair and conversion capacity; (2) compete by lifting larger repair vessels such as derrick and pipe laying barges and the large offshore service vessels built for the deep water drilling activities in the Gulf of Mexico; and (3) launch larger new vessel construction projects more competitively. During 2010, we put into service an extension to our second largest drydock that increased the lifting capacity to 4,000 tons from 3,000 tons. During the first quarter of 2012, we received a grant from The U.S. Maritime Administration to construct a new section to extend our largest drydock to a length of approximately 350 feet, with a lifting capacity of 12,500 tons. The total cost of the project was $2.6 million. In 2013, we spent $1.0 million in machinery and equipment to improve our operational efficiency. In 2014, we completed 550 feet of additional bulkhead at a cost of $1.4 million.

In 2012, we purchased 50 acres of property adjoining our Conrad Deepwater facility for $5.6 million, which we now operate as our Conrad Deepwater South shipyard. During the fourth quarter of 2012, we renovated the existing office building at the new location and relocated our engineering department. We have added one new construction site and are upgrading the existing building for manufacturing. The expansion was approved by the board and is currently in progress. We started operations at this site in June 2013. In 2013 we purchased machinery and equipment and did improvements to the facility in the amount of $1.9 million. We delivered our first vessel constructed at the yard in the first quarter of 2014. In 2014, we spent $3.4 million to renovate a building for fabrication, land improvements, and additional equipment.

Conrad Orange Shipyard

Our Orange, Texas shipyard is located on the Sabine River approximately 37 miles from the Gulf of Mexico on approximately 18 acres. The shipyard has six construction bays under approximately 110,000 square feet of enclosed building area with 14 overhead cranes. The site also has 150 feet of steel bulkhead and one slip. Our Orange shipyard equipment includes a Wheelabrator, a “gantry” type NC (“Numerical Control”) plasma burner with a 21-foot by 90-foot table, over 60 automatic and semi-automatic welding machines, two rolling cranes, 600, 800 and 1,600-ton transfer/load-out systems and a marine railway with side transfer system. We acquired our Orange shipyard in 1997. During 2007 we added a second repair dolly to allow us to repair a greater number of vessels and we improved our railway system. During 2012 we made improvements and renovations to our railway launch system in the amount of $3.7 million. On June 29, 2012, Orange Shipbuilding Company, Inc.’s name was changed to Conrad Orange Shipyard, Inc. In 2014, we spent $2.5 million in property improvements, land and machinery.

Legal Proceedings

For a discussion of legal proceedings, see Note 12 to our financial statements included with this report.

Market for the Company’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

On March 30, 2005 we voluntarily delisted our common stock from Nasdaq and, simultaneously with delisting, filed a Form 15 with the Securities and Exchange Commission (the "SEC") to voluntarily deregister our common stock under the Securities Exchange Act of 1934, as amended (the "Exchange Act") and to suspend our obligation to file reports under Section 15(d) of the Exchange Act.

On March 31, 2005 our common stock began trading in the over-the-counter market through the OTC Markets Electronic Quotation Service. Quotes are available over the internet at www.otcmarkets.com as well as through other services.

Prior to this time our stock was traded on the NASDAQ National Market System under the symbol “CNRD.” As of December 5, 2014, there were 142 record holders of our common stock.

The following table sets forth the high and low bid prices per share of the Common Stock, as reported by the OTC Markets for each fiscal quarter during the last two fiscal years.

Fiscal Year 2014	High	Low
First Quarter……………………………………………………….	$40.00	$36.51
Second Quarter ……………………………………………………	42.74	38.50
Third Quarter………………………………………………………	39.75	36.85
Fourth Quarter……………………………………………………..	39.90	32.20

Fiscal Year 2013	High	Low
First Quarter……………………………………………………….	$23.50	$18.25
Second Quarter ……………………………………………………	29.00	25.00
Third Quarter………………………………………………………	31.00	28.50
Fourth Quarter……………………………………………………..	38.25	30.20

The Company announced in December 2014 that we will initiate paying quarterly dividends in 2015. We will pay $.25 per share on April 14, 2015 to shareholders of record on March 24, 2015. Declaration of the dividend is at the discretion of the Board of Directors each quarter. It will depend upon the Company's financial performance, cash requirements, outlook and other factors deemed relevant by the Board. We paid special dividends on January 5, 2015, December 17, 2013 and December 31, 2012. See "Management's Discussion and Analysis of Financial Condition and Results of Operations – Liquidity and Capital Resources." Our revolving credit facility restricts our ability to pay dividends without lender consent. See Note 5 to our financial statements included in this report.

During April 2008, our board authorized the Company to repurchase up to $10 million of common stock using our cash on hand or generated from operations, in open market or privately negotiated transactions. We believed this approach enhanced shareholder value and provided us with flexibility to respond to potential future business opportunities and risks. The stock repurchase plan did not obligate us to acquire any particular amount of common stock, did not have an expiration date and could be amended or terminated at any time without prior notice. On August 12, 2008 our board authorized a 10b5-1 stock purchase plan which we expected would increase the amount of stock we repurchased pursuant to our share repurchase program. In November 2008, our board terminated the stock repurchase program due to uncertainties in the business environment and a desire to conserve cash. Pursuant to the plan, during the second quarter of 2008 we purchased 70,000 shares for a total of $770,000, during the third quarter 513,000 shares for a total of $6.3 million and subsequent to September 30, 2008 until the termination of the plan we purchased 226,000 shares for a total of $2.4 million. During August 2010, our board authorized the Company to repurchase up to $5 million of common stock using our cash on hand or generated from operations, in the open market or privately negotiated transactions. We purchased 38,075 shares during the third quarter of 2010 at an average price of $7 per share. During March 2011, our board authorized a 10b5-1 stock purchase plan, in an attempt to increase the amount of stock we repurchase pursuant to the share repurchase program. During the second quarter of 2011, we purchased 16,209 shares at an average price of $13 per share. During the second quarter of 2011, we purchased 16,209 shares at an average price of $13 per share. During the third quarter of 2011, we purchased 81,386 shares at an average price of $13 per share. During the fourth quarter of 2011, we purchased 157,444 shares at an average price of $15 per share. On January 17, 2012 our Board authorized an additional $5 million to purchase shares of our common stock under the program. During the first quarter of 2012, we purchased 59,881 shares at an average price of $15 per share. During the third quarter of 2012, we purchased 150,000 shares at an average price of $15 per share. During February 2013, the board approved an increase in the stock repurchase program of $10 million. No shares were purchased under the program in 2013. In November 2014, we purchased 100,000 shares at an average price of $32 per share. On December 11, 2014, the board approved an increase in the stock repurchase program of $20 million.

Selected Financial Data

The following table sets forth our selected historical consolidated financial data as of the dates and for the periods indicated. The historical financial data for each year in the five-year period ended December 31, 2014 are derived from our historical audited financial statements. The following information should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" included elsewhere in this report and our consolidated financial statements and notes thereto included as an attachment to this report.

	Year Ended December 31,				
	2014	**2013**	**2012**	**2011**	**2010**
	(In thousands, except per share data)				
Statement of Operations Data					
Revenues	$ 309,009	$ 303,331	$ 233,630	$ 246,454	$ 138,841
Cost of revenue	269,197	253,765	196,497	211,918	118,092
Gross profit	39,812	49,566	37,133	34,536	20,749
Selling, general and administrative expenses	8,558	7,102	6,408	5,416	4,780
Income from operations	31,254	42,464	30,725	29,120	15,969
Interest and other income (expense), net	224	1,580	793	817	252
Income before income taxes	31,478	44,044	31,518	29,937	16,221
Provision for income taxes	8,657	15,418	10,676	10,770	5,936
Net income	$ 22,821	$ 28,626	$ 20,842	$ 19,167	$ 10,285
Net Income Per Common Share (1)					
Basic	$ 3.84	$ 4.82	$ 3.47	$ 3.02	$ 1.60
Diluted	$ 3.84	$ 4.80	$ 3.46	$ 3.01	$ 1.60
Weighted Average Common Shares Oustanding					
Basic	5,950	5,940	6,000	6,345	6,426
Diluted	5,950	5,961	6,023	6,368	6,448
Statement of Cash Flows Data					
Cash provided by operating activities	$ 33,868	$ 23,800	$ 42,546	$ 29,591	$ 11,410
Cash used in investing activities	$ (9,866)	$ (12,432)	$ (15,293)	$ (4,196)	$ (2,890)
Cash used in financing activities	$ (10,281)	$ (12,086)	$ (15,294)	$ (4,910)	$ (2,050)
Other Financial Data					
Depreciation & amortization	$ 5,676	$ 4,807	$ 4,067	$ 3,619	$ 3,459
Capital expenditures	$ 9,871	$ 12,432	$ 15,293	$ 4,302	$ 2,901
EBITDA (2)	$ 37,165	$ 48,881	$ 35,622	$ 33,606	$ 19,776
EBITDA margin (3)	12.0%	16.1%	15.2%	13.6%	14.2%
Operating profit margin (4)	10.1%	14.0%	13.2%	11.8%	11.5%

	As of December 31,				
	2014	**2013**	**2012**	**2011**	**2010**
	(In thousands)				
Balance Sheet Data					
Working capital (1)	$ 79,554	$ 70,804	$ 61,316	$ 67,079	$ 52,888
Property, plant & equipment, net	$ 61,489	$ 57,279	$ 49,650	$ 38,438	$ 37,760
Total assets	$ 190,887	$ 177,106	$ 143,950	$ 148,313	$ 114,832
Long term debt, including current portion	$ -	$ 1,221	$ 1,487	$ 1,754	$ 3,035
Shareholders' equity (1)	$ 131,848	$ 118,087	$ 101,281	$ 95,466	$ 79,928

(1) We declared in December 2014 and paid in January 2015 a special cash dividend of $1.00 per share totaling $5.9 million and $2.00 per share in December 2013 and 2012, totaling $11.9 million per year.

(2) Represents earnings before deduction of interest, taxes, depreciation and amortization. EBITDA is not a measure of cash flow, operating results or liquidity as determined by generally accepted accounting principles. We have included information concerning EBITDA as supplemental disclosure because management believes that EBITDA provides meaningful information regarding a company's historical ability to incur and service debt. EBITDA as defined and measured by us may not be comparable to similarly titled measures reported by other companies. EBITDA should not be considered in isolation or as an alternative to, or more meaningful than, net income or cash flow provided by operations as determined in accordance with generally accepted accounting principles as an indicator of our profitability or liquidity.

(3) Represents EBITDA as a percentage of revenues.

(4) Represents income from operations as a percentage of revenues.

The following table sets forth a reconciliation of net cash provided by operating activities to EBITDA for the periods presented (in thousands):

	2014	2013	2012	2011	2010
Net cash provided by operating activities	$ 33,868	$ 23,800	$ 42,546	$ 29,591	$ 11,410
Interest expense	11	30	37	50	96
Provision for income taxes	8,657	15,418	10,676	10,770	5,936
Deferred income tax provision (benefit)	(490)	(1,341)	539	(1,572)	1,175
Other	(1)	(1)	(19)	94	(1)
Changes in operating assets and liabilities	(4,880)	10,975	(18,157)	(5,327)	1,160
EBITDA	$ 37,165	$ 48,881	$ 35,622	$ 33,606	$ 19,776

Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis should be read in conjunction with our consolidated financial statements and the notes to consolidated financial statements included as an attachment to this report.

Overview

We specialize in the construction, conversion and repair of a wide variety of steel and aluminum marine vessels for commercial and government customers. These vessels include tugboats, ferries, liftboats, barges, aluminum crew/supply vessels and other offshore support vessels. We operate five shipyards: one in Morgan City, Louisiana, three in Amelia, Louisiana and one in Orange, Texas. For the year ended December 31, 2014 our new construction segment accounted for 78.2% of our total revenue and our repair and conversion segment accounted for 21.8% of our total revenue. For the year ended December 31, 2013 our new construction segment accounted for 74.1% of our total revenue and our repair and conversion segment accounted for 25.9% of our total revenue.

In 2014, we achieved revenues of $309.0 million, net income of $22.8 million, diluted earnings per share of $3.84 and operating cash flow of $33.9 million, compared to 2013 revenues of $303.3 million, net income of $28.6 million, diluted earnings per share of $4.80 and operating cash flow of $23.8 million. As of December 31, 2014, we had cash and cash equivalents of $68.6 million and no long-term debt. As part of our detailed business planning process to identify optimal uses for our cash, in 2014 our Board of Directors declared a special dividend of $1.00 per share, paid in January 2015, totaling $5.9 million. In addition, in December 2014, the Board announced its intention to institute a regular quarterly dividend, and on March 11, 2015 we announced a quarterly dividend of $0.25 per share payable on April 14, 2015 to shareholders of record on March 24, 2015. During 2014, we had $9.9 million in capital expenditures, and our Board has approved a $27.3 million capital expenditure program for 2015, which includes $16.7 million for the continued development of the Conrad Deepwater South yard. The additional improvements at Deepwater South will continue to enhance our ability to build larger vessels, and we believe these investments in our business will improve our efficiencies and competitiveness. In 2014, we purchased $3.2 million of stock under our stock buyback program, and our Board approved an increase in the program to $20 million. The Board also approved an increase in our stock vessel program to $20 million in inventory costs.

During March 2015, we entered into a contract to construct the first LNG bunker barge to be built for the marine market in North America. The barge is scheduled for delivery in early 2016. We have been actively pursuing increased opportunities to produce different types of vessels for new markets. Some of these vessels, including the LNG bunker barge, are larger, take longer to start production and take longer to complete than vessels we have constructed in the past. Some may require additional capital expenditures.

While we remain optimistic about the long-term prospects for our business, we must also take note of near-term risks. We have experienced a decline in demand for inland tank barges primarily used to transport petroleum products produced from shale plays, and believe that customers are delaying orders for larger projects. We have experienced a softer repair market, which we believe is due primarily to the decline in crude oil prices. Our stock vessel inventory has increased. We currently expect these factors to negatively impact our financial performance during 2015, compared to 2014.

In December 2012 and February 2013, the Company submitted claims totaling $22.6 million to the BP Settlement Fund in accordance with the Deepwater Horizon Court-Supervised Settlement Program. For additional information, see Note 12 in our consolidated financial statements in this report.

The demand for our products and services is dependent upon a number of factors, including the economic condition of our customers and markets, the age and state of repair of the vessels operated by our customers and the relative cost to construct a new vessel as compared with repairing an older vessel. Because a large portion of our repair work is derived from the Gulf of Mexico oil and gas industry, conditions in that industry affect our repair segment.

For 2014, 2013 and 2012, we received approximately 35.3%, 35.2%, and 16.2%, respectively, of our total revenues from customers in the Gulf of Mexico oil and gas industry ("energy"), 2.7%, .2%, and 7.7% from government customers and 62.0%, 64.6%, and 76.1% from other commercial customers.

During 2014, we added $276.9 million of backlog. Our backlog was $180.2 million at December 31, 2014 as compared to $152.9 million at December 31, 2013. Subsequent to year end, as of March 12, 2015, we signed contracts totaling $46.2 million. Other commercial contracts accounted for approximately 65.7%, 33.0%, and 84.3% of our backlog at December 31, 2014, 2013 and 2012, respectively. Government contracts accounted for approximately 20.8%, 0.0%, and 0.0% of our backlog at December 31, 2014, 2013 and 2012, respectively. Energy contracts accounted for approximately 13.5%, 67.0%, and 15.7% of our backlog at December 31, 2014, 2013 and 2012, respectively. As of December 31, 2014, approximately 77.8% of our backlog related to contracts for three commercial customers and one government customer.

We can experience significant changes in the price of steel due to global demand. For additional information about steel prices, see Business -- Overview -- Material and Supplies.

Our construction and fabrication projects in progress as of December 31, 2014 consisted of 32 vessels: 6 liquefied petroleum gas (LPG) barges, 3 30,000 BBL tank barges, 5 35,000 BBL tank barges, 3 55,000 BBL tank barges, a refrigeration barge, a ferry, a lift boat, a dock barge, a conversion, 3 tugs, 2 crane barges, a 80,000 BBL tank barge, 2 tow boats and 2 mid-body extensions. Our customers comprise a very diverse group that crosses a wide range of businesses including the energy sector, dredging, construction, towing, and bunkering markets.

From time to time we have experienced gaps in our construction schedules and began construction on projects that were not under contract and that we believed we could convert to contracts in a relatively short period of time within starting construction or within completion of the project. The primary goal of this strategy is to maintain operational efficiencies and revenue volume between contracted projects. We have also constructed stock vessels for strategic business and marketing reasons. At December 31, 2013, we had two stock barges and one recovery vessel under construction with an approximately $1.6 million of costs included in inventory. At December 31, 2014, we had nine stock barges under construction and one completed stock barge with approximately $11.7 million of total costs. Our board has approved construction of up to $20 million in stock barges and vessels.

We delisted our common stock on March 30, 2005 and filed a Form 15 to deregister our common stock under Section 12 of the Securities Exchange Act of 1934 and ceased filing reports pursuant to Section 15(d) of that Act primarily to reduce expenses.

Our new construction projects generally range from one month to twelve months in duration. We use the percentage-of-completion method of accounting and therefore take into account the estimated costs, estimated earnings and revenue to date on fixed-price contracts not yet completed. The amount of revenue recognized is based on the portion of the total contract price that the labor hours incurred to date bears to the estimated total labor hours, based on current estimates to complete the project. This method is used because management considers expended labor hours to be the best available measure of progress on these contracts. Revenues from cost-plus-fee contracts are recognized on the basis of cost incurred during the period plus the fee earned.

Most of the contracts we enter into for new vessel construction, and some of our contracts for conversion and repair, whether commercial or governmental, are fixed-price contracts under which we retain all cost savings on completed contracts but are liable for all cost overruns. We develop our bids for a fixed price project by estimating the amount of labor hours and the cost of materials necessary to complete the project and then bid the projects in order to achieve a sufficient profit margin to justify the allocation of our resources to such project. Our revenues therefore may fluctuate from period to period based on, among other things, the aggregate amount of materials used in projects during a period and whether the customer provides materials and equipment. We perform many of our conversion and repair services on a time and materials basis pursuant to which the customer pays a negotiated labor rate for labor hours spent on the project as well as the cost of materials plus a margin on materials purchased. Repair projects may take a few days to a few weeks, although some extend for a longer period.

Results of Operations

	Years Ended December 31,					
	2014		2013		2012	
Financial Data:						
Revenue						
Vessel construction	$ 241,717	78.2%	$ 224,814	74.1%	$ 186,002	79.6%
Repair and conversions	67,292	21.8%	78,517	25.9%	47,628	20.4%
Total revenue	309,009	100.0%	303,331	100.0%	233,630	100.0%
Cost of revenue						
Vessel construction	207,315	85.8%	192,433	85.6%	157,719	84.8%
Repair and conversions	61,882	92.0%	61,332	78.1%	38,778	81.4%
Total cost of revenue	269,197	87.1%	253,765	83.7%	196,497	84.1%
Gross profit						
Vessel construction	34,402	14.2%	32,381	14.4%	28,283	15.2%
Repair and conversions	5,410	8.0%	17,185	21.9%	8,850	18.6%
Total gross profit	39,812	12.9%	49,566	16.3%	37,133	15.9%
S G & A expenses	8,558	2.8%	7,102	2.3%	6,408	2.7%
Income from operations	31,254	10.1%	42,464	14.0%	30,725	13.2%
Interest expense	(11)	0.0%	(30)	0.0%	(37)	0.0%
Other income, net	235	0.1%	1,610	0.5%	830	0.4%
Income before income taxes	31,478	10.2%	44,044	14.5%	31,518	13.5%
Income tax provision	8,657	2.8%	15,418	5.1%	10,676	4.6%
Net income	$ 22,821	7.4%	$ 28,626	9.4%	$ 20,842	8.9%
EBITDA (1)	$ 37,165	12.0%	$ 48,881	16.1%	$ 35,622	15.2%
Net cash provided by operating activities	$ 33,868		$ 23,800		$ 42,546	
Net cash used in investing activities	$ (9,866)		$ (12,432)		$ (15,293)	
Net cash used in financing activities	$ (10,281)		$ (12,086)		$ (15,294)	

(1) Represents earnings before deduction of interest, taxes, depreciation and amortization. EBITDA is not a measure of cash flow, operating results or liquidity as determined by generally accepted accounting principles. We have included information concerning EBITDA as supplemental disclosure because management believes that EBITDA provides meaningful information regarding a company's historical ability to incur and service debt. EBITDA as defined and measured by us may not be comparable to similarly titled measures reported by other companies. EBITDA should not be considered in isolation or as an alternative to, or more meaningful than, net income or cash flow provided by operations as determined in accordance with generally accepted accounting principles as an indicator of our profitability or liquidity.

The following table sets forth a reconciliation of net cash provided by operating activities to EBITDA for the periods presented (in thousands):

	2014	2013	2012
Net cash provided by operating activities	$ 33,868	$ 23,800	$ 42,546
Interest expense	11	30	37
Provision for income taxes	8,657	15,418	10,676
Deferred income tax provision (benefit)	(490)	(1,341)	539
Other	(1)	(1)	19
Changes in operating assets and liabilities	(4,880)	10,975	(18,195)
EBITDA	$ 37,165	$ 48,881	$ 35,622

Year Ended December 31, 2014 Compared to Year Ended December 31, 2013

During the year ended December 31, 2014, we generated revenue of $309.0 million, an increase of approximately $5.7 million or 1.9%, compared to $303.3 million generated for 2013. The increase was due to a $16.9 million or 7.5% increase in vessel construction revenue to $241.7 million for 2014 compared to $224.8 million for 2013, partially offset by the decrease of $11.2 million or -14.3% in repair and conversion revenue to $67.3 million for 2014 compared to $78.5 million for 2013. The increase is driven by favorable market conditions throughout most of 2014 and our ability to use our expanded capacity, added through our capital expenditures.

Vessel construction revenue was 78.2% of total revenue compared to 74.1% for 2013 and repair and conversion revenue was 21.8% of total revenue compared to 25.9% in 2013. For 2014, 2.7% of revenue was government related, 35.3% was energy and 62.0% was other commercial. This compares to .2% government, 35.2% energy and 64.6% other commercial in 2013.

Gross profit was $39.8 million (12.9% of revenue) for 2014 as compared to gross profit of $49.6 million (16.3% of revenue) for 2013. Vessel construction gross profit increased $2.0 million for 2014 to a gross profit of $34.4 million compared to gross profit of $32.4 million for 2013. Repair and conversion gross profit decreased $11.8 million for 2014 to $5.4 million compared to $17.2 million for 2013.

Vessel construction gross profit margins decreased to 14.2% for 2014, compared to gross profit margins of 14.4% for 2013.

Repair and conversion gross profit margins were 8.0% for 2014, compared to gross profit margins of 21.9% for 2013, due to a significant loss on a large conversion job, and a decrease in demand and customer activity, which we believe is due to the decline in crude oil prices, and a profitable job in the second half of 2013.

Selling, general and administrative expenses ("SG&A") increased $1.5 million, or 20.5%, to $8.6 million (2.8% of revenue) for 2014, as compared to $7.1 million (2.3% of revenue) for 2013. This increase in SG&A expenses was due to increases in depreciation, bad debt, professional fees, and contract services.

Interest expense decreased $19,000 to $11,000 for 2014 as compared to interest expense of $30,000 for 2013. The decrease is due to the reduction in the outstanding balance of the Industrial Revenue Bonds. As a result of the payoff of our Industrial Revenue Bonds in June 2014, as described in Note 5, we have no long-term debt as of December 31, 2014.

We had income tax expense of $8.7 million for 2014, compared to income tax expense of $15.4 million for 2013. The decrease in tax expense is primarily attributable to the decrease in net income and a research and development tax credit.

Liquidity and Capital Resources

Net cash provided by operations was $33.9 million, $23.8 million and $42.5 million for 2014, 2013, and 2012 respectively. The increase in 2014 is due to a decrease in cost and estimated earnings and an increase in billings in excess of costs and estimated earnings, offset by a decrease in accounts payable and an increase in inventory due to stock barges. The decrease in 2013 was a result of an increase in accounts receivable of $15.6 million due primarily to several large repair jobs outstanding. In 2014 we paid the remaining balance of the Industrial Revenue Bonds of $1.2 million. We had a decrease in long-term debt of $266,000 for 2013 due to scheduled principal payments made on the Industrial Revenue Bonds. Our working capital position was $79.6 million and $70.8 million at December 31, 2014 and 2013, respectively. Cash and cash equivalents at December 31, 2014 and 2013 were $68.6 million and $54.9 million, respectively. Management continues to engage in a detailed business planning process to identify the best uses of the Company's cash.

Our net cash used in investing activities of $9.9 million in 2014 consisted of capital expenditures, which included machinery and property improvements at the Deepwater South facility in the amount of $3.4 million. Other significant expenditures included bulkheading at our Conrad Deepwater facility in the amount of $1.4 million. We also spent $2.5 million at our Conrad Orange facility on plant improvements, machinery and land. Our net cash used in investing activities of $12.4 million in 2013 consisted of capital expenditures, which included the machinery and property improvements at our Conrad Deepwater South shipyard. Other significant capital expenditures included bulkheading, drydocks and the purchase of machinery and equipment. For additional information on our internal expansion activities, see Business -- Overview -- Internal Expansion.

For 2015, the Board of Directors approved approximately $27.3 million in capital expenditures, which includes the continued improvements at our Deepwater South facility in the amount of $16.7 million. Other significant approved capital expenditures include bulkheading, and improvements to increase capacity and operational efficiencies. The remaining capital expenditures are for the repair and upgrade of existing facilities and purchase of machinery and equipment that will allow us to improve production efficiencies.

In July of 2013 the Company received a grant from the U. S. Maritime Administration to perform electrical upgrades to our Conrad Orange Shipyard. This grant was a portion of a $10 million appropriation by Congress for capital improvements and for maritime training programs at small shipyards. The grant funds must be spent in 2 years or less, and the Company must adhere to various recordkeeping and filing requirements. The Company must maintain title to the purchased equipment for a minimum of 2 years, and "Buy American" as much as practical. The total cost of the project was $1.4 million of which the Federal share for reimbursement was $687,000 and the "required portion" by the Company was $687,000. The Company was required to expend the required portion before any portion of the Federal share was distributed. At December 31, 2013 the Company had just started the project and had not expended its required portion. The Company expended $1.3 million to complete the project. At December 31, 2014, the Company had completed the project and received the reimbursement.

To fill in gaps in our construction schedules, we construct stock vessels from time to time. We have also constructed stock vessels for strategic business and marketing reasons. At December 31, 2013, we had two stock barges and a recovery vessel, which were included in our inventory at a cost of $1.6 million. At December 31, 2014, we had ten stock barges which were included in our inventory at a cost of $11.7 million. Our board has approved construction of up to $20 million in stock vessels to the extent management deems appropriate.

Net cash used by financing activities was $10.3 million for 2014 which included $1.2 million for the repayment of debt, $5.9 million for payment of a special dividend, $3.2 million for the purchase of stock under the stock buyback program and $2,000 for money received to purchase Company stock under the stock option program. Net cash used by financing activities was $12.1 million for 2013, which included $266,000 for the repayment of debt, $11.9 million for payment of a special dividend and $63,000 for money received to purchase Company stock under the stock option program.

We paid a special dividend on January 5, 2015 of $1.00 per share to shareholders of record on December 23, 2014, totaling $5.9 million. We paid a special dividend on December 17, 2013 of $2.00 per share to shareholders of record on December 3, 2013, totaling $11.9 million.

During December 2014, our Board approved an increase in our stock repurchase program to $20 million. The program permits purchase of common stock in the open market or privately negotiated transactions, does not obligate us to acquire any particular amount of stock, does not have an expiration date and can be amended or terminated at any time without prior notice.

As of December 31, 2013, our long-term debt (including current maturities) was $1.2 million consisting of our Industrial Revenue Bonds. In June 2014, we paid off the debt. We also have a $10.0 million revolving credit facility and no amounts were drawn on the facility as of December 31, 2014. Our long term debt is described in Note 5 to our financial statements included as an attachment to this report. We have no outstanding letters of credit.

In the normal course of our business, we are required to provide letters of credit to secure the payment of workers' compensation obligations. Additionally, under certain contracts we may be required to provide letters of credit and bonds to secure our performance and payment obligations. At December 31, 2014, bonds amounted to $51.2 million. We believe that general industry conditions have led customers to require performance bonds more often than in the past. Although we believe that in the future we will be able to obtain bonds, letters of credit, and similar obligations on terms we regard as acceptable, there can be no assurance we will be successful in doing so. In addition, the cost of obtaining such bonds, letters of credit and similar obligations has increased and may continue to increase.

Our backlog was $180.2 million at December 31, 2014 as compared to $152.9 million at December 31, 2013 and $120.7 million at December 31, 2012.

We believe that our existing working capital, cash flow from operations and bank commitments will be adequate to meet our working capital needs for operations and capital expenditures through 2015. We further believe that, barring unforeseen circumstances, we should have sufficient resources to meet our cash needs through 2016.

Directors and Executive Officers

Chairman Emeritus

In January 2014, J. Parker Conrad, 98, retired as a director of our Company. He was granted the honorary position of Chairman Emeritus and is invited to attend all board meetings, although he is not entitled to vote. He remains an executive officer of our Company and serves as Executive Advisor to the Chief Executive Officer.

Current Directors

Name	Age	Position	Year First Became a Director
John P. Conrad, Jr.	72	Chairman of the Board of Directors, President and Chief Executive Officer (Class III)	1998
Cecil A. Hernandez	58	Director (Class I)	1998
Michael J. Harris	65	Director (Class II)	1998
Ogden U. Thomas, Jr.	69	Director (Class II)	2004
Daniel T. Conrad	51	Director (Class III)	2014

J. Parker Conrad founded our Company and served as Chairman of the Board from its inception in 1948 and as President from 1948 until 1994. From March 1998, Mr. Conrad served as Executive Co-Chairman of the Board of Conrad Industries, Inc., our holding company formed at that time in connection with our initial public offering, until his retirement from our Board in January 2014. In January 2014, Mr. Conrad was appointed Executive Advisor to the Chief Executive Officer. Mr. Conrad is the father of John P. Conrad, Jr. and grandfather of Daniel T. Conrad.

John P. Conrad, Jr. has been with our company since 1962, serving as Vice President since 1982, as Co-Chairman of the Board of Conrad Industries, Inc. from March 1998 to January 2014 when he became Chairman of the Board. Mr. Conrad has served as President and Chief Executive Officer since April 2004. Mr. Conrad founded Johnny's Propeller Shop, Inc., a marine-related service company, in 1963 and is Chairman of the Board and Chief Executive Officer of this company. In 2000, Mr. Conrad and members of his immediate family founded Summit Management Group, L.L.C., which currently owns, among other investments, all of the outstanding ownership interests in Johnny's Propeller Shop. Mr. Conrad is currently the Operating Manager of Summit Management Group.

Michael J. Harris has been a director of Conrad Industries since the consummation of the initial public offering in June 1998. From 2005-2014, Mr. Harris was president of Hope Christian Community Foundation, a charitable organization in Memphis, Tennessee, where he currently serves as President Emeritus. Previously, Mr. Harris was a Managing Director of Morgan Keegan & Company, Inc., where he was employed since 1986. Morgan Keegan was the lead managing underwriter of our initial public offering.

Cecil A. Hernandez has been a director of Conrad Industries since March 1998. Mr. Hernandez joined Conrad Industries in January 1998 and served as Vice President-Finance and Administration and Chief Financial Officer of Conrad Industries from 1998 until 2002. During August 2004, Mr. Hernandez returned to Conrad and served as

Chief Operating Officer and interim CFO until February 2005, at which time, he assumed the position of Executive Vice-President and Chief Financial Officer. From October 2002 to August 2004, Mr. Hernandez served as the President of Summit Management Group, L.L.C., a company formed by John P. Conrad, Jr. and his immediate family. Mr. Hernandez founded Hernandez & Blackwell CPAs in 1983 and served as its Managing Partner until December 1997. Hernandez & Blackwell CPAs merged with Darnall Sikes & Frederick CPAs in 1996. Additionally, Mr. Hernandez provided accounting and consulting services for Conrad Industries as the outside Certified Public Accountant from 1993 until 1997. From 1982 to 1983, Mr. Hernandez served as Assistant Controller for Oceaneering International, a publicly traded diving company. Mr. Hernandez was employed by the international accounting firm Deloitte Haskins & Sells (now Deloitte & Touche LLP) from 1979 to 1982.

Ogden U. Thomas, Jr. has been a director of Conrad Industries since April 2004. Mr. Thomas serves on the Board of Directors of Cross Group, Inc., a privately held group of companies servicing the oil and gas, marine services, offshore construction and deepwater services industries and from 2006 to 2011 served as that company's President and Chief Operating Officer. From 1988 to 2003, Mr. Thomas served as the President of the ENSCO Marine Company Division of ENSCO International, a leading offshore drilling contractor. Prior to that time, Mr. Thomas served in various management positions with Seahorse, Inc., a world-wide operator of offshore supply and anchor handling vessels and a subsidiary of Texas Eastern Corporation, and as President of the Drilling Services Division of Texas Eastern Corporation.

Daniel T. Conrad has been a director of Conrad Industries since January 2014. Mr. D. Conrad was appointed to the Board of Directors to fill the vacancy created by the resignation of J. Parker Conrad and to serve as a Class III director with a term expiring at the 2016 annual meeting of stockholders. Mr. Conrad joined the company in 1997 and has held numerous positions including Facility Manager, Sales Manager, Business Relations Manager and currently is Senior Vice President of our Conrad Shipyard, Conrad Aluminum and Conrad Orange subsidiaries. From 1989 to 1996, Mr. Conrad served in various positions with Venture Transport, Inc., a specialized carrier in oilfield and energy equipment. Mr. Conrad is the son of John P. Conrad, Jr.

Executive Officers

Set forth below is certain information concerning our current executive officers, including the business experience of each during the past five years.

Name	Age	Position with Conrad Industries
J. Parker Conrad	99	Executive Advisor to the Chief Executive Officer
John P. Conrad, Jr.	72	President, Chief Executive Officer and Chairman of the Board
Cecil A. Hernandez	58	Executive Vice President, Chief Financial Officer and Secretary
Terry T. Frickey	70	Executive Vice President, Chief Operating Officer

Information regarding the business experience of Messrs. Conrad and Conrad, Jr. and Mr. Hernandez is set forth above under the heading "Directors."

Terry T. Frickey became Vice President and Chief Operating Officer of Conrad Industries in February 2005 and Executive Vice President in March 2014. Mr. Frickey served as Vice-President and General Manager of the Bollinger Houston shipyard prior to joining Conrad. Between 1999 and 2003 he was Manager of Repair Operations for the LEEVAC Industries Repair Group. Between 1994 and 1998 he served as President of Calcasieu Shipyard. From 1991 to 1994 he was President of Service Marine Industries, Inc. in Morgan City, Louisiana. He served as Chairman of the Shipbuilders Council of America in 2001.

Independent Directors Committee

We have two independent directors, as independence is defined by The NASDAQ Stock Market: Mr. Harris and Mr. Thomas. Messrs. Harris and Thomas serve on our Independent Directors Committee, which has the functions described in the Independent Directors Committee Charter, a copy of which was included with our 2014 proxy statement. These functions include being directly responsible for the appointment, compensation, retention and oversight of the work of our independent auditors, approving all compensation and benefits provided to, and any employment agreement with, an executive officer of our company, and approving related party transactions involving a director or executive officer.

Executive Compensation

Summary Compensation Table

The following table provides summary information concerning compensation paid or accrued during the last three fiscal years to our Chief Executive Officer and to each of our other executive officers (each, a "Named Executive Officer" and, together, the "Named Executive Officers"). Except as noted below for fiscal years 2012, 2013 and 2014, none of the Named Executive Officers received perquisites, the aggregate value of which exceeded $10,000.

Name and Principal Position	Year	Annual Compensation Salary	Annual Compensation Bonus (1)	All Other Compensation
J. Parker Conrad	2014	$ 132,200	$ 78,077	—
Executive Advisor to the CEO	2013	130,550	119,887	—
	2012	126,335	87,839	—
John P. Conrad, Jr.	2014	360,300	531,980	$ 13,203 (2)
President, Chief Executive Officer and	2013	355,858	816,982	9,690 (2)
Chairman of the Board	2012	344,469	598,764	12,133 (2)
Cecil A. Hernandez	2014	210,300	310,506	11,808 (2)
Executive Vice President, Chief Financial	2013	207,677	476,787	11,947 (2)
Officer and Secretary	2012	200,977	349,343	13,087 (2)
Terry T. Frickey	2014	210,300	310,506	23,368 (3)
Executive Vice President and Chief	2013	207,677	476,787	19,928 (3)
Operating Officer	2012	200,977	349,343	18,956 (3)

(1) Represents bonuses paid in 2015, 2014 and 2013 with respect to fiscal 2014, 2013 and 2012, respectively.
(2) Represents amounts paid by us under our auto allowance program.
(3) Represents $4,379 paid by us under our 401(k) plan and $18,989 paid by us under our auto allowance program in 2014. Represents $4,375 paid by us under our 401(k) plan and $15,553 paid by us under our auto allowance program in 2013. Represents $4,250 paid by us under our 401(k) plan and $14,706 paid by us under our auto allowance program in 2012.

Option Grants During 2014

There were no options granted during the fiscal year ended December 31, 2014.

There were 1,000 options outstanding and exercisable with a weighted average exercise price of $2.24 at December 31, 2013. There are no options outstanding at December 31, 2014. For additional information, see Note 6 to our financial statements in the attachment.

Annual and Long-Term Incentive Plan

We have established an annual incentive plan under which our key employees may be awarded cash bonuses based upon the achievement of certain performance goals. The executive bonus pool is generally a percentage of EBITDA, and the management pool is generally a percentage of gross profit. The Company must achieve a minimum return on equity as determined by the Board before bonuses under the plan can be paid. The payment of any bonuses is at the discretion of the Board, which may increase or decrease bonus amounts determined under the plan formulas. The payment of bonuses to executive officers must be approved by the Independent Directors Committee. In May 2014, the Company adopted a long-term incentive compensation program for certain key employees who are not directors, under which a maximum of approximately $3.0 million in aggregate may be paid by the Company during a three-year period. The plan provides a cash incentive for the employee to remain employed by the Company through a specified vesting date, at which time the cash incentive is due. The plan was designed to encourage the continued service of certain key employees deemed important to the Company's management succession planning process. If the employee's employment terminates prior to the vesting of an award, the award is forfeited, except that, if prior to the applicable vesting date, the employee's employment (i) terminates due to death or disability, (ii) is terminated by the Company without cause, or (iii) is terminated by the employee for good reason, then the employee will fully vest in the award.

Directors' Compensation

Our directors who are employees do not receive any compensation for service on our Board of Directors or any committee. Our directors are, however, reimbursed for expenses incurred in connection with attending each Board and committee meeting. During 2014, directors who are not our employees received a fee of $40,800 annually, plus $1,350 for attendance at each Board of Directors meeting and $500 for each committee meeting attended.

Agreements with Directors and Executive Officers

We have employment and non-competition agreements with J. Parker Conrad, John P. Conrad, Jr., Cecil A. Hernandez and Terry T. Frickey. These agreements were extended for one year beginning June 1, 2014 for a one-year term from June 1, 2014 to May 31, 2015.

The agreements provide that the company will pay base salaries of $132,200 to Mr. Conrad, $360,300 to Mr. Conrad, Jr., $210,300 to Mr. Hernandez and $210,300 to Mr. Frickey. Each of the agreements with Messrs. Conrad, Conrad, Jr., Hernandez and Frickey provide for employment through May 31, 2015 and for annual extensions thereafter, subject to the parties' mutual agreement.

In addition, Messrs. Conrad, Jr., Hernandez and Frickey receive a monthly automobile allowance of $525, automobile insurance, and reimbursement for fuel and maintenance expenses.

The agreements also provide that each executive will be reimbursed for out-of-pocket business expenses and that each executive is eligible to participate in all benefit plans and programs as are maintained from time to time by us. The agreements prohibit the executives from competing with us during the term of their employment and for a period of two years, in the case of Messrs. Conrad and Conrad, Jr. and one year, in the case of Mr. Hernandez and Mr. Frickey, after the termination of their employment. The agreements also prohibit the executives from disclosing our confidential information and trade secrets.

Each agreement is terminable by us for "cause" upon ten days' written notice to the executive, and without "cause" by us upon the approval of a majority of our Board of Directors. Each agreement may also be terminated by the executive for "good reason" and, in the case of Messrs. Conrad and Conrad, Jr., may be terminated by the executive for any reason upon 30 days written notice to us.

In the event the employment of Mr. Conrad or Conrad, Jr. is terminated by us without "cause" or is terminated by Mr. Conrad or Conrad, Jr. for "good reason," Mr. Conrad or Conrad, Jr. (as the case may be) will be entitled to receive his base salary for one year at the rate then in effect, payable ratably during the twelve months following the date of termination commencing with the first regular payroll date. In addition, the time period during which Mr. Conrad or Conrad, Jr. (as the case may be) will be restricted from competing with us will be shortened from two years to one year.

In the event the employment of Mr. Hernandez or Mr. Frickey is terminated by us without "cause" or is terminated by Mr. Hernandez or Mr. Frickey for "good reason," Mr. Hernandez or Mr. Frickey will be entitled to receive a payment equal to their base salary for one year at the rate then in effect, payable in monthly installments during the twelve months following the date of termination. In May 2014, the Company adopted a Long-Term Incentive Plan. In May 2014, Mr. Frickey was granted a cash award of $1.47 million under the plan, which vests on May 6, 2016. Mr. Frickey's employment agreement was amended effective June 1, 2014 to provide that the one-year base salary severance payment will be reduced by any amounts payable or previously paid to Mr. Frickey under the plan, and to eliminate provisions that would require payments to Mr. Frickey if his employment were terminated by us without "cause" or by Mr. Frickey with "good reason" after a change in control.

The agreements for Messrs. Conrad, Conrad Jr. and Hernandez provide that if, within two years following a change in control of the Company, the executive's employment is terminated by us other than for "cause" or by the executive for "good reason," or the executive is terminated by us within six months before a change in control at the request of the acquirer in anticipation of the change in control, the executive will be entitled to receive a lump sum severance amount equal to three years' base salary at the rate then in effect payable no earlier than six months following termination date. In addition, the provisions that restrict the executive's competition with us will no longer apply. If Mr. Frickey's employment is terminated after a change in control, the provisions that restrict his competition with us will no longer apply. If any payment to an executive is deemed to be subject to the 20% excise tax on excess parachute payments, such executive will be made "whole" on a net after-tax basis.

A "change in control" is generally defined to occur upon (1) the acquisition by any person (other than the Company, a benefit plan of the Company, or a member of the Conrad family) of 30% or more of our total voting power within a 12-month period; (2) the consummation of a merger, recapitalization, reorganization, consolidation or sale of substantially all of our assets; (3) the approval by our stockholders of a liquidation or dissolution of the Company; or (4) a change in a majority of the members of our Board of Directors within a 12-month period. Moreover, a "parachute payment" is generally defined as any payment made by us in the nature of compensation that is contingent on a change in control of the Company and includes the present value of the accelerations of vesting and the payment of options and other deferred compensation amounts upon a change in control. If the aggregate present value of the parachute payments to certain individuals, including executives, equals or exceeds three times that individual's "base amount" (generally, the individual's average annual compensation from the company for the five calendar years ending before the date of the change in control), then all parachute payment amounts in excess of the base amount are "excess" parachute payments. An individual will be subject to a 20% excise tax on excess parachute amounts and we will not be entitled to a tax deduction for such payments.

We have also entered into indemnity agreements with all of our directors and executive officers requiring us to indemnify and advance expenses to them in connection with their service to our company to the fullest extent permitted by law. The agreements also require us to maintain directors' and officers' liability insurance, unless it is not reasonably available or, in the reasonable business judgment of our directors, there is insufficient benefit to us from the insurance.

Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The following table presents certain information, as of March 9, 2015, regarding the beneficial ownership of our common stock by:

- each person who is known by us to beneficially own more than five percent of our outstanding shares of common stock;
- each of our directors;
- the Named Executive Officers; and
- all of our current directors and executive officers as a group.

Except as described below, each of the persons listed in the table has sole voting and investment power with respect to the shares listed.

Beneficial Owner	**Number of Shares**	**% of Total Outstanding**
John Parker Conrad Family, L.L.C.	1,043,267	17.8%
J. Parker Conrad(1)	95,495	1.6%
John P. Conrad, Jr.(2)	2,124,920	36.2%
Katherine C. Court(3)	1,108,774	18.9%
Daniel T. Conrad	13,700	0.2%
Terry T. Frickey	—	—
Michael J. Harris	7,000	*
Cecil A. Hernandez	95,968	1.6%
Ogden U. Thomas, Jr.	2,000	*
All directors and executive officers as a group(4) (7 persons)	2,243,588	38.3%

* Less than one percent.

(1) Represents shares held by The Conrad Family Foundation, of which Messrs. Conrad and Conrad, Jr. act as co-trustees.

(2) Includes 374,216 shares held by The John P. Conrad, Jr. Trust for which Mr. Conrad, Jr. exercises sole voting and investment control as Trustee for the trust. Also includes 95,495 shares held by The Conrad Family Foundation, of which Messrs. Conrad and Conrad, Jr. act as co-trustees. Also includes 1,043,267 shares held by the John Parker Conrad Family, L.L.C., of which John P. Conrad, Jr. and Katherine C. Court are the sole managers.

(3) Includes 65,507 shares held by The James P. Court Trust. Ms. Court exercises sole voting and investment control over these shares as Trustee for the trust. Also includes 1,043,267 shares held by the John Parker Conrad Family, L.L.C., of which John P. Conrad, Jr. and Katherine C. Court are the sole managers. The address of Ms. Court is 979 Coyote Trl., Round Mountain, TX, 78663.

(4) Excludes shares beneficially owned by Katherine C. Court, who is the daughter of J. Parker Conrad and the sister of John P. Conrad, Jr.

Certain Relationships and Related Transactions

We purchase in the ordinary course of business certain components from Johnny's Propeller Shop, Inc., ("JPS") a company wholly owned indirectly by John P. Conrad, Jr., Chairman of the Board of Directors, President and Chief Executive Officer and members of his immediate family. Total purchases for the three years ended December 31, 2014, 2013, and 2012 were $5,238,000, $4,112,000, and $4,230,000, respectively. We were also leasing a building from JPS for the six months beginning November 1, 2013 for $3,750 a month. During 2013, we purchased furniture from JPS for $16,408. In April 2014, we completed the acquisition of the property and buildings of JPS located within our Morgan City shipyard for $1.3 million, and, accordingly, terminated our lease of a portion of the property. We entered into an occupancy agreement with JPS that permitted JPS to remain until October 30, 2014 on the portion of the premises not occupied by us, provided that JPS paid the required utilities, maintenance, repairs and insurance during its occupancy. These transactions were approved by the Independent Directors Committee.

In addition, Daniel T. Conrad, the son of John P. Conrad, Jr., is one of our directors and employees and was paid an aggregate compensation for services as an employee of the Company of $188,810 and $163,362 during 2014 and 2013, respectively.

Financial Statements and Quarterly Financial Data

Our audited Financial Statements for the year ended December 31, 2014 are included as an attachment to this Annual Report.

2014 Quarterly Results of Operations

	March 31, 2014		June 30, 2014		September 30, 2014		December 31, 2014	
Financial Data:								
Revenue								
Vessel construction	$ 59,985	81.8%	$ 66,109	75.9%	$ 62,399	79.1%	$ 53,224	76.4%
Repair and conversions	13,365	18.2%	20,991	24.1%	16,524	20.9%	16,412	23.6%
Total revenue	73,350	100.0%	87,100	100.0%	78,923	100.0%	69,636	100.0%
Cost of revenue								
Vessel construction	50,364	84.0%	57,422	86.9%	52,706	84.5%	46,823	88.0%
Repair and conversions	11,606	86.8%	17,553	83.6%	17,162	103.9%	15,561	94.8%
Total cost of revenue	61,970	84.5%	74,975	86.1%	69,868	88.5%	62,384	89.6%
Gross profit								
Vessel construction	9,621	16.0%	8,687	13.1%	9,693	15.5%	6,401	12.0%
Repair and conversions	1,759	13.2%	3,438	16.4%	(638)	-3.9%	851	5.2%
Total gross profit	11,380	15.5%	12,125	13.9%	9,055	11.5%	7,252	10.4%
S G & A expenses	1,854	2.5%	2,474	2.8%	2,302	2.9%	1,928	2.8%
Income from operations	9,526	13.0%	9,651	11.1%	6,753	8.6%	5,324	7.6%
Interest expense	(6)	0.0%	(5)	0.0%	-	0.0%	-	0.0%
Other income/(expense), net	292	0.4%	506	0.6%	149	0.2%	(712)	-1.0%
Income before income taxes	9,812	13.4%	10,152	11.7%	6,902	8.7%	4,612	6.6%
Income tax provision	3,391	4.6%	3,377	3.9%	2,439	3.1%	(550)	-0.8%
Net income	$ 6,421	8.8%	$ 6,775	7.8%	$ 4,463	5.7%	$ 5,162	7.4%
EBITDA	$ 11,151	15.2%	$ 11,603	13.3%	$ 8,349	10.6%	$ 6,062	8.7%
Net cash provided by operating activities	$ 15,146		$ 157		$ 3,708		$ 14,857	
Net cash used in investing activities	$ (2,108)		$ (2,656)		$ (3,281)		$ (1,821)	
Net cash used in financing activities	$ (67)		$ (1,152)		$ -		$ (9,062)	

Supplemental Selected Quarterly Financial Data

Consolidated operating results for the four quarters of 2014 and 2013 were as follows (in thousands, except per share data):

	Quarter Ended			
	March 31,	June 30,	September 30,	December 31,
Fiscal 2014				
Revenue	$ 73,350	$ 87,100	$ 78,923	$ 69,636
Gross profit	11,380	12,125	9,055	7,252
Net income	6,421	6,775	4,463	5,162
Net income per share:				
Basic	1.08	1.14	0.74	0.88
Diluted	1.08	1.14	0.74	0.88
Fiscal 2013				
Revenue	$ 61,542	$ 71,542	$ 82,827	$ 87,420
Gross profit	9,758	10,498	11,693	17,617
Net income	5,915	6,057	6,505	10,149
Net income per share:				
Basic	1.00	1.02	1.10	1.70
Diluted	0.99	1.02	1.09	1.70

Section II

Consolidated Financial Report

CONRAD INDUSTRIES, INC.

AND SUBSIDIARIES

Consolidated Financial Report

December 31, 2014

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Darnall, Sikes, Gardes & Frederick
(A Corporation of Certified Public Accountants)

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors and Shareholders
of Conrad Industries, Inc. and Subsidiaries
Morgan City, Louisiana

We have audited the accompanying consolidated financial statements of Conrad Industries, Inc. and Subsidiaries, which comprise the consolidated balance sheets as of December 31, 2014 and 2013, and the related consolidated statements of income, shareholders' equity, and cash flows for the years ended December 31, 2014, 2013, and 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting

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estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Conrad Industries, Inc. and Subsidiaries as of December 31, 2014 and 2013, and the results of their operations and their cash flows for the years ended December 31, 2014, 2013, and 2012, in accordance with accounting principles generally accepted in the United States of America.

Darnall, Sikes, Gardes & Frederick
A Corporation of Certified Public Accountants

Lafayette, Louisiana
March 13, 2015

CONRAD INDUSTRIES, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

(In thousands, except share data)

ASSETS	December 31, 2014	December 31, 2013
CURRENT ASSETS:		
Cash and cash equivalents	$ 68,612	$ 54,891
Accounts receivable, net	24,080	28,931
Costs and estimated earnings, net in excess of billings on uncompleted contracts	19,844	28,677
Inventories	13,274	2,994
Other receivables	363	1,225
Other current assets	3,225	3,088
Total current assets	129,398	119,806
PROPERTY, PLANT AND EQUIPMENT, net	61,489	57,279
OTHER ASSETS	-	21
TOTAL ASSETS	$ 190,887	$ 177,106
LIABILITIES AND SHAREHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable	$ 9,918	$ 17,828
Accrued employee costs	6,204	5,887
Accrued expenses	6,448	5,766
Current maturities of long-term debt	-	267
Billings in excess of costs and estimated earnings, net on uncompleted contracts	27,274	19,254
Total current liabilities	49,844	49,002
LONG-TERM DEBT, less current maturities	-	954
DEFERRED INCOME TAXES	9,195	9,063
Total liabilities	59,039	59,019
SHAREHOLDERS' EQUITY:		
Preferred stock, $0.01 par value, 5,000,000 shares authorized, no shares issued	-	-
Common stock, $0.01 par value 20,000,000 shares authorized, 7,314,837 in 2014 and 7,313,837 in 2013	73	73
Additional paid-in capital	29,104	29,102
Treasury stock at cost, 1,452,550 in 2014 and 1,352,550 in 2013	(19,930)	(16,730)
Retained earnings	122,601	105,642
Total shareholders' equity	131,848	118,087
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$ 190,887	$ 177,106

See independent auditor's report and notes to consolidated financial statements.

CONRAD INDUSTRIES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF INCOME

(In thousands, except per share data)

	Year Ended December 31,		
	2014	2013	2012
REVENUE	$ 309,009	$ 303,331	$ 233,630
COST OF REVENUE	269,197	253,765	196,497
GROSS PROFIT	39,812	49,566	37,133
SELLING, GENERAL AND ADMINISTRATIVE EXPENSES	8,558	7,102	6,408
INCOME FROM OPERATIONS	31,254	42,464	30,725
INTEREST EXPENSE	(11)	(30)	(37)
OTHER INCOME, NET	235	1,610	830
INCOME BEFORE INCOME TAXES	31,478	44,044	31,518
PROVISION FOR INCOME TAXES	8,657	15,418	10,676
NET INCOME	$ 22,821	$ 28,626	$ 20,842
Income Per Share			
Basic	$ 3.84	$ 4.82	$ 3.47
Diluted	$ 3.84	$ 4.80	$ 3.46
Weighted Average Common Shares Outstanding			
Basic	5,950	5,940	6,000
Diluted	5,950	5,961	6,023

See independent auditor's report and notes to consolidated financial statements.

CONRAD INDUSTRIES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
(In thousands)

	Common Stock $0.01 Par Value		Additional Paid-in	Treasury Stock at Cost		Retained	
	Shares	Amount	Capital	Shares	Amount	Earnings	Total
BALANCE—December 31, 2011	7,291	$ 73	$ 29,039	1,143	$ (13,580)	$ 79,934	$ 95,466
Purchase of treasury stock	-	-	-	210	(3,150)	-	(3,150)
Dividends on common stock	-	-	-	-	-	(11,877)	(11,877)
Net income	-	-	-	-	-	20,842	20,842
BALANCE—December 31, 2012	7,291	73	29,039	1,353	(16,730)	88,899	101,281
Purchase of treasury stock	-	-	-	-	-	-	-
Stock issued	23	-	63	-	-	-	63
Dividends on common stock	-	-	-	-	-	(11,883)	(11,883)
Net income	-	-	-	-	-	28,626	28,626
BALANCE—December 31, 2013	7,314	73	29,102	1,353	(16,730)	105,642	118,087
Purchase of treasury stock	-	-	-	100	(3,200)	-	(3,200)
Stock issued	1	-	2	-	-	-	2
Dividends on common stock	-	-	-	-	-	(5,862)	(5,862)
Net income	-	-	-	-	-	22,821	22,821
BALANCE—December 31, 2014	7,315	$ 73	$ 29,104	1,453	$ (19,930)	$ 122,601	$ 131,848

See independent auditor's report and notes to consolidated financial statements.

CONRAD INDUSTRIES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

	Year Ended December 31, 2014	2013	2012
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net income	$ 22,821	$ 28,626	$ 20,842
Adjustments to reconcile net income to cash provided by operating activities:			
Depreciation and amortization	5,676	4,807	4,067
Deferred income tax benefit	490	1,341	(539)
Loss on sale of assets	1	1	19
Changes in assets and liabilities:			
Accounts receivable	4,851	(15,619)	10,423
Net change in billings related to cost and estimated earnings on uncompleted contracts	16,853	(1,878)	21,522
Inventory and other assets	(9,913)	(1,716)	142
Accounts payable, accrued expenses and other liabilities	(6,911)	8,238	(13,930)
Net cash provided by operating activities	33,868	23,800	42,546
CASH FLOWS FROM INVESTING ACTIVITIES:			
Capital expenditures for plant and equipment	(9,871)	(12,432)	(15,293)
Proceeds from sale of assets	5	-	-
Net cash used in investing activities	(9,866)	(12,432)	(15,293)
CASH FLOWS FROM FINANCING ACTIVITIES:			
Principal repayments of debt	(1,221)	(266)	(267)
Increase in additional paid in capital	2	63	-
Payment of dividends on common stock	(5,862)	(11,883)	(11,877)
Purchase of treasury stock	(3,200)	-	(3,150)
Net cash used in financing activities	(10,281)	(12,086)	(15,294)
NET INCREASE IN CASH AND CASH EQUIVALENTS	13,721	(718)	11,959
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	54,891	55,609	43,650
CASH AND CASH EQUIVALENTS, END OF PERIOD	$ 68,612	$ 54,891	$ 55,609
SUPPLEMENTAL DISCLOSURES CASH FLOW INFORMATION:			
Interest paid, net of capitalized interest	$ 11	$ 30	$ 37
Taxes paid	$ 12,770	$ 14,440	$ 10,985

See independent auditor's report and notes to consolidated financial statements.

CONRAD INDUSTRIES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization and Basis of Presentation—The consolidated financial statements include the accounts of Conrad Industries, Inc. and its wholly-owned subsidiaries (the "Company") which are primarily engaged in the construction, conversion and repair of a variety of marine vessels for commercial and government customers. New construction work and some repair work are performed on a fixed-price basis. We perform a significant amount of our repair work under time and materials agreements. All significant intercompany transactions have been eliminated.

Use of Estimates—The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements, as well as reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Revenue Recognition—We are engaged in various types of construction under long-term construction contracts. The accompanying financial statements have been prepared using the percentage-of-completion method of accounting and, therefore, take into account the estimated cost, estimated earnings and revenue to date on contracts not yet completed. The amount of revenue recognized is based on the portion of the total contract price that the labor hours incurred to date bears to the estimated total labor hours, based on current estimates to complete. This method is used because management considers expended labor hours to be the best available measure of progress on these contracts. Revenues from time and materials agreements are recognized on the basis of cost incurred during the period plus the fee earned.

Contract costs include all direct material, labor, and subcontracting costs, and those indirect costs related to contract performance, such as indirect labor, supplies, tools, repairs, depreciation, and insurance costs. Revisions in estimates of cost and earnings during the course of the work are reflected in the accounting period in which the facts which require the revision become known. Provisions for estimated losses on uncompleted contracts are made in the period in which such losses are determined.

The Company provides warranties for the work we perform for periods ranging from 90 days to two years. We do not warrant machinery and equipment furnished by other manufacturers that become part of the vessels we build, convert, or repair. The manufacturers' warranties are passed on to our customers. The warranty exposure for our workmanship, which is subject to our internal quality control programs as well as inspection by governmental agencies and customer representatives, is normally less than one percent of cost of revenue. This potential warranty exposure is recorded as a cost of the job pursuant to Statement of Position ("SOP") 81-1 (ASC 605-35) Accounting For Performance of Construction-Type and Certain Production Type Contracts.

Indirect costs are allocated to contracts and to certain inventory and capital projects on the basis of direct labor charges.

Cash and Cash Equivalents—Cash and cash equivalents include cash on hand, and on deposit. Short-term investments with original maturities of less than three months are also considered cash and cash equivalents because they can be easily liquidated without penalties.

Allowance for Doubtful Accounts—Accounts receivable is stated at cost, net of any allowance for doubtful accounts. The Company maintains allowances for doubtful accounts for estimated losses resulting from the failure of customers to make required payments. The Company reviews the accounts receivable on a periodic basis and makes allowances where there is doubt as to the collectability of individual balances. In evaluating the collectability of individual receivable balances, the Company considers many factors, including the age of the balance, the customer's payment history, and current credit worthiness.

Property, Plant and Equipment—Property, plant and equipment is stated at cost. Depreciation is recorded using the straight-line method over the estimated useful lives of the individual assets which range from three to forty years. Ordinary maintenance and repairs which do not extend the physical or economic lives of the plant or equipment are charged to expense as incurred.

Interest Capitalization—Interest costs for the construction of certain long-term assets are capitalized and amortized over the related assets' estimated useful lives. During the years ended December 31, 2014, 2013 and 2012, no interest costs were capitalized.

Impairment of Long-Lived Assets—Long-lived assets held and used by us are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. We assess the recoverability of long-lived assets by determining whether the carrying values can be recovered through undiscounted net cash flows expected to result from such operations and assets over their remaining lives. If impairment is indicated, the asset is written down to its fair value, or if fair value is not readily determinable, to its estimated discounted net cash flows.

Inventories—At December 31, 2014, inventories consisted of ten stock barges and steel plate and structurals, and excess job related materials and supplies. At December 31, 2013, inventories consisted of two stock barges and a recovery vessel and steel plate and structurals, and excess job related materials and supplies. Inventories are stated at the lower of cost (first-in, first-out basis) or market.

Basic and Diluted Income Per Share—Basic net income per share is computed based on the weighted average number of common shares outstanding during the period. Diluted net income per share uses the weighted average number of common shares outstanding adjusted for the incremental shares attributable to dilutive outstanding options to purchase common stock.

Fair Value of Financial Instruments—The carrying amounts of our financial instruments including cash and cash equivalents, receivables, payables and long-term debt approximate fair value at December 31, 2014 and 2013.

In September 2006, the FASB issued ASC 820-10 which defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles and expands disclosures about fair value measurements. This statement, which is effective for fiscal years beginning after November 15, 2007, applies to most FASB pronouncements that require fair value measurement but does not in itself require any new fair value measurements. We evaluated the provisions of ASC 820-10 and have determined there is no significant impact on our consolidated financial statements.

In February 2007, the FASB issued ASC 825-10, *The Fair Value Option for Financial Assets and Financial Liabilities including an amendment of FASB Statements No. 115.* ASC 825-10 permits all entities to choose, at specified election dates, to measure many eligible financial instruments and certain other items at fair value that are not currently required to be measured at fair value. A business entity shall report unrealized gains and losses on items for which the fair value option has been elected in earnings at each subsequent reporting date. We have evaluated the provisions of ASC 825-10 and have determined there is no significant impact on our consolidated financial statements.

Income Taxes—Income taxes are accounted for using the asset and liability method. Deferred income taxes are provided for the tax effect of temporary differences between the tax basis of assets and liabilities and their reported amounts in the financial statements at the enacted statutory rate to be in effect when the taxes are paid. The federal income tax returns of the Company for 2014, 2013, and 2012 are subject to examination by the IRS, generally for three years after they were filed.

In July 2006, the FASB issued ASC 740-10-50, *Accounting for Uncertainty in Income Taxes — an interpretation of FASB Statement No. 109*, which clarifies the accounting and disclosure for uncertain tax positions, as defined. ASC 740-10-50 seeks to reduce the diversity in practice associated with certain aspects of the recognition and measurement related to accounting for income taxes. On January 1, 2007, we adopted the provisions of ASC 740-10-50. Based on our evaluation, we have concluded that there are no significant uncertain tax positions requiring recognition in our financial statements.

***Subsequent Events*—**In May 2009, the FASB issued ASC 855, Subsequent Events which establishes general standards for accounting for and disclosures of events that occur after the balance sheet date but before financial statements are issued or are available to be issued. This is effective for financial periods ending after June 15, 2009. We have evaluated events subsequent to the balance sheet through March 13, 2015, the date the financial statements were available to be issued.

2. RECEIVABLES

Receivables consisted of the following at December 31, 2014 and 2013 (in thousands):

	December 31, 2014	December 31, 2013
U.S. Government:		
Amounts billed	$ 1,659	$ 194
Unbilled costs and estimated earnings on uncompleted contracts	-	138
	1,659	332
Commercial:		
Amounts billed	22,421	28,737
Unbilled costs and estimated earnings on uncompleted contracts	19,844	28,539
Total	$ 43,924	$ 57,608

Included above in amounts billed is an allowance for doubtful accounts of $727,000 and $300,000 at December 31, 2014 and 2013, respectively.

Unbilled costs and estimated earnings on uncompleted contracts were not billable to customers at the balance sheet dates under terms of the respective contracts. Of the unbilled costs and estimated earnings at December 31, 2014, majority is expected to be collected within the next twelve months.

Information with respect to uncompleted contracts as of December 31, 2014 and 2013 is as follows (in thousands):

	December 31, 2014	December 31, 2013
Costs incurred on uncompleted contracts	$ 93,345	$ 65,312
Estimated earnings, net	6,998	8,769
	100,343	74,081
Less billings to date	(107,773)	(64,658)
	$ (7,430)	$ 9,423

The above amounts are included in the accompanying balance sheets under the following captions (in thousands):

	December 31, 2014	December 31, 2013
Costs and estimated earnings, net in excess of billings on uncompleted contracts	$ 19,844	$ 28,677
Billings in excess of cost and estimated earnings, net on uncompleted contracts	(27,274)	(19,254)
Total	$ (7,430)	$ 9,423

Pursuant to SOP 81-1, Paragraph 85-89 (ASC 605-35), when the current estimates of total contract revenue and contract cost indicate a loss, a provision for the entire loss on the contract should be made in the period it became evident. The provision for the loss should be recorded as an additional contract cost in the income statement. The offsetting liability can be recorded on the balance sheet where related contract costs are accumulated on the balance sheet, in which case the provision may be deducted from the related accumulated costs. The Company recorded charges of $2.7 million for the twelve months ended December 31, 2014 ($0 in 2013) in cost of revenues to reflect revised estimates related to anticipated losses on certain uncompleted vessels in progress. The offsetting credit was recorded in costs and estimated earnings, net in excess of billings on uncompleted contracts. As of December 31, 2014 and December 31, 2013, approximately $888,000 and $0, respectively, of this provision are included in costs and estimated earnings, net in excess of billings on uncompleted contracts.

3. OTHER RECEIVABLES

Other receivables consisted of the following at December 31, 2014 and 2013 (in thousands):

	December 31, 2014	December 31, 2013
Quality Jobs Program Rebate	$ -	$ 244
Tax refund	357	-
Insurance claims receivable	-	978
Other	6	3
Total	$ 363	$ 1,225

Substantially all of these amounts at December 31, 2014 are expected to be collected within the next twelve months.

4. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment consisted of the following at December 31, 2014 and 2013 (in thousands):

	December 31, 2014	December 31, 2013
Land	$ 12,198	$ 11,784
Buildings and improvements	46,889	39,710
Machinery and equipment	29,794	27,966
Drydocks and bulkheads	15,053	14,626
Barges and boats	883	883
Office and automotive	3,016	3,585
Construction in progress	5,253	5,883
	113,086	104,437
Less accumulated depreciation	(51,597)	(47,158)
	$ 61,489	$ 57,279

Depreciation is provided on property, plant and equipment based on the following estimates of useful lives:

	Useful Lives
Land	N/A
Buildings and improvements	5-40 years
Machinery and equipment	5-12 years
Drydocks and bulkheads	5-30 years
Barges and boats	15 years
Office and automotive	3-12 years
Construction in progress	N/A

Building and improvements include buildings (40 year useful life), fencing, roadways, parking lots, concrete work areas, material storage racks and shelving, launch systems, and storage lockers (5 year useful life). Drydocks and bulkheads include drydocks (30 year useful life), bulkheads, pontoons, and blocking systems (5 year useful life).

5. LONG-TERM DEBT

Long-term debt consisted of the following at December 31, 2014 and 2013 (in thousands):

	December 31, 2014	December 31, 2013
Industrial revenue bonds - St. Mary Parish, variable interest rate	$ -	$ 1,221
Less current maturities	-	(267)
	$ -	$ 954

We have a Loan Agreement that governs our Revolving Credit Facility. Our Revolving Credit Facility permits us to borrow up to $10 million and matures April 30, 2016. The interest rate is JPMorgan Chase prime rate or LIBOR plus two percent at our option. No amounts were outstanding on our Revolving Credit

Facility as of December 31, 2014 and 2013. The Loan Agreement is secured by accounts receivable, accounts, documents and chattel paper delivered to the lender and proceeds of the foregoing. The Loan Agreement contains customary restrictive covenants and requires the maintenance of certain financial ratios that could limit our use of available capacity under the Revolving Credit Facility. In addition, the Loan Agreement prohibits us from paying dividends and repurchasing stock without the consent of the lender and restricts our ability to incur additional indebtedness. The bank granted a waiver that allowed us to pay a special dividend on January 5, 2015 and December 17, 2013, permits the initiation of a quarterly dividend of $0.25 per share during the first quarter of 2015 and permits the purchase of up to $20 million of stock. At December 31, 2014, we were in compliance with all covenants. At December 31, 2014 and 2013 we had letters of credit totaling $0 and $389,000, respectively.

In July 2003, we completed the financing for our expansion into the aluminum marine fabrication, repair and construction business. The financing included a $1.5 million grant by the State of Louisiana through the Economic Development Award Program (EDAP) and $4.0 million of industrial revenue bonds issued by the St. Mary Parish Industrial Development Board. In connection with the issuance of the bonds, Conrad's subsidiary, Conrad Aluminum, L.L.C. contributed to the Industrial Development Board the land and buildings at the Conrad Aluminum yard and leased them back along with the items purchased with the bond proceeds. The transaction was accounted for as a financing and thus the original cost of the property less accumulated depreciation is reflected in our property, plant and equipment. The lease payments were essentially equal to, and were used to pay, the principal and interest on the bonds. The lease terminated upon payment in full of the bonds on the contractual maturity date of August 1, 2018 or earlier if we elected to prepay them. In connection with the payment in full of the bonds, we had the option to purchase the leased facilities for $1,000. Conrad and its subsidiaries guaranteed the industrial revenue bonds. The bonds had a 15 year term and monthly principal payments of $22,222 plus interest. Interest accrued, at our option, at either the JPMorgan Chase prime rate or the higher of (a) 30, 60 or 90-day LIBOR plus two percent or (b) the prime rate minus one percent. On June 12, 2014 we redeemed the bonds and purchased the leased facilities for $1,000.

The $1.5 million EDAP grant required us to achieve specified job creation benchmarks and sustain them through December 31, 2012. The EDAP agreement stated that if we failed to meet the job creation objectives, the State could choose to recover an amount of the grant commensurate with the scope of the unmet performance objectives.

We met the job creation requirement at December 31, 2004 but not in subsequent years. Through our discussions with the State of Louisiana, it was agreed that, regardless of meeting the job creation and payroll requirements, we would earn a pro-rata portion of the grant based on the composite percentage of actual jobs and actual payroll to required jobs and required payrolls for the years 2004 through 2012. No amounts were amortized into income for the years 2004 through 2010.

As a result of our discussions with the State, we amortized $600,000 into income for 2011 and $190,000 in 2012 using the ratio of monthly payroll targets achieved over the total payroll targets of the grant. At December 31, 2013, the remaining liability of approximately $710,000 was included under the caption "Accrued Expenses". In December 31, 2013, the Company submitted a letter to the Louisiana Department of Economic Development (LED) offering $549,187 to settle the amount owed on the contract. In March 2014, LED accepted the Company's proposed settlement and the Company finalized the settlement in March 2014. In March 2014, $160,813 was amortized into other income.

The equipment purchased with the grant proceeds was leased to us by St. Mary Parish for a term that expired December 31, 2012, primarily in consideration of the economic development benefits provided to the Parish and our obligation to pay expenses required to operate and maintain the equipment. On December 28, 2012, the Company exercised its option to purchase all the equipment leased under the lease for the purchase price equal to the amount owed under the EDAP agreement. After the amount owed under the EDAP agreement was settled, the Company completed the acquisition of the equipment on May 15, 2014. The transaction was accounted for as a financing and therefore the assets are included in our property, plant and equipment.

6. SHAREHOLDERS' EQUITY

Special Cash Dividend

The Company paid a $1.00 per share special dividend on its common stock on January 5, 2015 to shareholders of record on December 23, 2014, totaling $5.9 million. The Company paid a $2.00 per share special dividend on its common stock on December 17, 2013 to shareholders of record on December 3, 2013, totaling $11.9 million. The Company paid a $2.00 per share special dividend on its common stock on December 31, 2012 to shareholders of record on December 24, 2012, totaling $11.9 million.

Treasury Stock

In August 2010, the Company's Board of Directors authorized management to repurchase up to $5.0 million of its outstanding common stock. The stock repurchase plan did not obligate management to acquire any particular amount of common stock, did not have an expiration date and could be amended or terminated at any time without prior notice. Pursuant to the plan, during the third quarter of 2010 the Company purchased 38,075 shares for a total of $266,525. During March 2011, our board authorized a 10b5-1 stock purchase plan, in an attempt to increase the amount of stock we repurchase pursuant to the share repurchase program. During the second quarter of 2011, we purchased 16,209 shares at an average price of $13 per share. During the third quarter of 2011, we purchased 81,386 shares at an average price of $13 per share. During the fourth quarter of 2011, we purchase 157,444 shares at an average price of $15 per share. During the first quarter of 2012, we purchased 59,881 shares at an average price of $15 per share. During the third quarter of 2012, we purchased 150,000 shares at an average price of $15 per share. During February 2013, the board approved an increase in the stock repurchase program of $10 million. No shares were purchased under the program in 2013. In 2014, 100,000 shares were purchased at an average price of $32 per share. On December 11, 2014, the board approved an increase in the stock repurchase program of $20 million. As of December 31, 2014, $20.0 million remained available under the program. The shares will be held as treasury stock.

Income per Share

The calculation of basic earnings per share excludes any dilutive effect of stock options, while diluted earnings per share includes the dilutive effect of stock options. The number of weighted average shares outstanding for "basic" income per share was 5,950,166, 5,940,235 and 6,000,417 for the years ended December 31, 2014, 2013 and 2012 respectively. The number of weighted average shares outstanding for "diluted" income per share was 5,950,486, 5,960,571 and 6,022,920 for the years ended December 31, 2014, 2013 and 2012 respectively.

Stockholders' Rights Plan

During May 2002, we adopted a rights plan, which was amended in May 2012. The rights plan is intended to protect stockholder interests in the event we become the subject of a takeover initiative that our board of directors believes could deny our stockholders the full value of their investment. The adoption of the rights plan was intended as a means to guard against abusive takeover tactics and was not in response to any particular proposal. The plan does not prohibit the board from considering any offer that it considers advantageous to stockholders.

Under the plan, we declared and paid a dividend on June 18, 2002 of one right for each share of common stock held by stockholders of record on June 11, 2002. As amended, each right initially entitles our stockholders to purchase one one-thousandth of a share of our preferred stock for $70 per one one-thousandth, subject to adjustment. However, if a person acquires, or commences a tender offer that would result in ownership of, 15 percent or more of our outstanding common stock while the plan remains in place, then, unless we redeem the rights for $0.001 per right, the rights will become exercisable by all rights holders except the acquiring person or group for shares of common stock or of the acquiring person having a market value of twice the purchase price of the rights.

As amended, the rights will expire on May 23, 2022, unless redeemed or exchanged at an earlier date. The rights trade with shares of our common stock and have no impact on the way in which our shares are traded. There are currently no separate certificates evidencing the rights, and there is no market for the rights.

Stock Option Plan

In May 2002, we established the 2002 Stock Plan, which was amended in November 2005 (the "Stock Plan"). The Stock Plan permits the granting of any or all of the following types of awards: stock options, restricted stock, and various other stock-based awards. All officers and employees of, and any consultants to us or any affiliate are eligible for participation in all awards under the Stock Plan. Awards granted under the Stock Plan have a maximum term of ten years. The maximum number of shares that can be delivered under the 2002 Stock Plan is the sum of (1) 512,044 shares, plus (2) any shares represented by awards granted under the 1998 Stock Plan that are forfeited, expire or are cancelled without delivery of shares. As of December 31, 2014, no awards remained outstanding under the Stock Plan.

We established the 1998 Stock Plan in March 1998. The 1998 Stock Plan permitted the granting of any or all of the following types of awards: stock options, restricted stock, automatic director options, and various other stock-based awards. Only our non-employee directors received automatic grants of director options. Awards granted under the 1998 Stock Plan have a maximum term of ten years. A total of 950,000 shares were authorized and reserved for issuance and 246,742 shares were subject to outstanding awards when we adopted the 2002 Stock Plan. No further awards may be made under the 1998 Stock Plan. As of December 31, 2014, no awards remained outstanding under the 1998 Stock Plan.

The following is a summary of the option activity for the years ended December 31, 2014, 2013 and 2012:

	Weighted Avg. Price	Number of Options
Outstanding at December 31, 2011	2.76	27,200
Granted	-	-
Forfeited	2.95	(3,200)
Exercised	-	-
Outstanding at December 31, 2012	2.74	24,000
Granted	-	-
Forfeited	-	-
Exercised	2.76	(23,000)
Outstanding at December 31, 2013	2.24	1,000
Granted	-	-
Forfeited	-	-
Exercised	2.24	(1,000)
Outstanding at December 31, 2014	-	-
Exercisable at December 31, 2013	2.24	1,000
Exercisable at December 31, 2012	2.74	24,000

The Company has not granted options since 2004 and as of December 31, 2014 has no outstanding options.

There were 24,000 and 1,000 options outstanding and exercisable with a weighted average exercise price of $2.74, $2.24 at December 31, 2012 and 2013, respectively.

7. EMPLOYEE BENEFITS

We have a 401(k) plan that covers all employees who meet certain eligibility requirements. Contributions to the plan by us are made at the discretion of the Board of Directors. Contribution expense was $217,000, $263,000 and $237,000 for the years ended December 31, 2014, 2013 and 2012, respectively. The reduction in 2014 is due to the Company's match being funded in part by the forfeiture account for the 401(k) plan.

8. INCOME TAXES

We have provided for Federal and State income taxes as follows (in thousands):

	2014	2013	2012
Current (benefit) provision	$ 8,167	$ 14,077	$ 11,215
Deferred (benefit) provision	490	1,341	(539)
Total	$ 8,657	$ 15,418	$ 10,676

State income taxes included above are not significant for the years presented.

The provision for income taxes varied from the Federal statutory income tax rate due to the following (in thousands):

	2014		2013		2012	
	Amount	**%**	**Amount**	**%**	**Amount**	**%**
Taxes at Federal statutory rate	$ 10,821	34.4	$ 14,975	34.0	$ 10,716	34.0
Special Deductions and Credits	(1,065)	(3.4)	(981)	(2.2)	(744)	(2.4)
Research & Development Tax Credit	(2,085)	(6.6)	-	-	-	-
Non-deductible other expenses, net of non-reportable income	(124)	(0.4)	(105)	(0.2)	(109)	(0.3)
State income taxes	1,110	3.5	1,529	3.5	813	2.6
Total	$ 8,657	27.5	$ 15,418	35.1	$ 10,676	33.9

Deferred income taxes represent the net effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. The tax effects of significant items comprising our net deferred tax balances at December 31, 2014 and 2013 are as follows (in thousands):

	2014	2013
Deferred tax liabilities:		
Differences between book and tax basis of property, plant and equipment	$ 9,210	$ 9,083
Capitalized Intangibles	(15)	(20)
	9,195	9,063
Deferred tax assets (included in other current assets):		
Contracts in progress	34	(417)
Accrued expenses not currently deductible	(1,330)	(1,237)
	(1,296)	(1,654)
Net deferred tax liabilities	$ 7,899	$ 7,409

9. SALES TO MAJOR CUSTOMERS

Sales to various customers that amounted to 10 percent or more of our total revenues for the three years ended December 31, 2014, 2013 and 2012 are summarized as follows (in thousands):

	2014		2013		2012	
	Amount	**%**	**Amount**	**%**	**Amount**	**%**
Customer A	$ 2,123	1%	$ 56,789	19%	$ 1,697	1%
Customer B	-	0%	31,723	11%	20,384	9%
Customer C	37,255	12%	22,242	9%	20,809	9%
Customer D	33,000	11%	18,140	6%	20,399	9%

10. RELATED PARTY TRANSACTIONS

We purchase in the ordinary course of business certain components from Johnny's Propeller Shop, Inc. ("JPS"), a company wholly owned indirectly by John P. Conrad, Jr., Chairman of the Board of Directors, President and Chief Executive Officer and members of his immediate family. Total purchases for the three years ended December 31, 2014, 2013, and 2012 were $5,238,000, $4,112,000, and $4,230,000, respectively. We were also leasing a building from JPS for the six months beginning November 1, 2013 for $3,750 a month. During 2013, we purchased furniture from JPS for $16,408. In April 2014, we completed the acquisition of the property and buildings of JPS located within our Morgan City shipyard for $1.3 million, and, accordingly, terminated our lease of a portion of the property. We entered into an occupancy agreement with JPS that permitted JPS to remain until October 30, 2014 on the portion of the premises not occupied by us, provided that JPS paid the required utilities, maintenance, repairs and insurance during its occupancy. These transactions were approved by the Independent Directors Committee.

11. SEGMENT AND RELATED INFORMATION

Our President and Chief Executive Officer makes operating decisions and measures performance of our business primarily by viewing our two separate lines of business or products and services, which we consider to be building of new vessels and the repair and conversion of existing vessels.

Accordingly, we classify our business into two segments: (1) vessel construction and (2) repair and conversions. Our vessel construction segment involves the building of a new vessel, often including engineering and design, whereas our repair and conversions segment involves work on an existing vessel. Vessel construction jobs are typically of longer duration and have a much larger material component than repair and conversion jobs. Additionally, vessel construction activities are primarily performed in shore-based buildings and dedicated work areas, whereas repair activities primarily occur on floating drydocks or on the vessel itself while afloat. Our vessel construction activities are almost always performed under fixed-price contracts accounted for under the percentage-of-completion method of accounting, whereas our repair activities are primarily performed under cost-plus-fee arrangements.

Our product offerings in vessel construction have changed over time to meet market demands and currently include large and small deck barges, single and double hull tank barges, lift boats, ferries, push boats, offshore tug boats and offshore support vessels including aluminum crew boats. Our repair work involves maintenance and repair of existing vessels, which is often required as a result of periodic inspections required by the U.S. Coast Guard, the American Bureau of Shipping and other regulatory agencies. Our conversion projects primarily consist of lengthening the midbodies of vessels, modifying vessels to permit their use for a different type of activity and other modifications to increase the capacity or functionality of a vessel. Our aluminum new construction and repair/conversion business is not considered a separate operating segment but rather a part of our vessel construction and repair and conversion products and services. Our Conrad Aluminum yard has been specifically designed to handle aluminum work; however, we can also perform steel new construction and repair at the yard and have also performed aluminum work at other of our yards.

We evaluate the performance of our segments based upon gross profit. Selling, general and administrative expenses, executive compensation expense, interest expense, other income, net and income taxes are not allocated to the segments. Accounting policies are the same as those described in Note 1, “Summary of Significant Accounting Policies”. Intersegment sales and transfers are not significant.

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Selected information as to our operations by segment is as follows (in thousands):

	Year Ended December 31,		
	2014	**2013**	**2012**
Revenue			
Vessel construction	$ 241,717	$ 224,814	$ 186,002
Repair and conversions	67,292	78,517	47,628
Total revenue	309,009	303,331	233,630
Cost of revenue			
Vessel construction	207,315	192,433	157,719
Repair and conversions	61,882	61,332	38,778
Total cost of revenue	269,197	253,765	196,497
Gross profit			
Vessel construction	34,402	32,381	28,283
Repair and conversions	5,410	17,185	8,850
Total gross profit	39,812	49,566	37,133
Selling, general and administrative expenses	8,558	7,102	6,408
Income from operations	31,254	42,464	30,725
Interest expense	(11)	(30)	(37)
Other income/(expense), net	235	1,610	830
Income before income taxes	31,478	44,044	31,518
Provision for Income tax	8,657	15,418	10,676
Net income	$ 22,821	$ 28,626	$ 20,842

Certain other financial information by segment is as follows (in thousands):

	Years Ended December 31,		
	2014	**2013**	**2012**
Depreciation and amortization expense:			
Vessel construction	$ 3,196	$ 2,611	$ 2,081
Repair and conversions	2,170	2,043	1,833
Included in selling, general and administrative expenses	310	153	153
Total depreciation and amortization expense	$ 5,676	$ 4,807	$ 4,067

Total assets and capital expenditures by segment are as follows (in thousands):

	Years Ended December 31,		
	2014	**2013**	**2012**
Total assets:			
Vessel construction	$ 68,847	$ 54,336	$ 35,483
Repair and conversions	43,699	60,529	46,250
Other	77,984	62,241	62,217
Total assets	$ 190,530	$ 177,106	$ 143,950
Capital expenditures:			
Vessel construction	$ 8,731	$ 7,776	$ 7,267
Repair and conversions	886	4,334	7,626
Other	254	322	400
Total capital expenditures	$ 9,871	$ 12,432	$ 15,293

Certain assets, including cash and cash equivalents, and capital expenditures are allocated to corporate and are included in the "Other" caption.

Revenues included in our consolidated financial statements are derived exclusively from customers domiciled in the United States and Puerto Rico. All of our assets are located in the United States.

12. COMMITMENTS AND CONTINGENCIES

Legal Matters**—**We are a party to various routine legal proceedings primarily involving commercial claims and workers' compensation claims. While the outcome of these routine claims and legal proceedings cannot be predicted with certainty, management believes that the outcome of such proceedings in the aggregate, even if determined adversely, would not have a material adverse effect on our consolidated financial position, results of operation or liquidity.

Environmental Matters**—** In 2006, the Company reported to the Louisiana Department of Environmental Quality (the "LDEQ") that the deposit of fill material in 1986 in one of its slips at Morgan City, Louisiana, may have constituted the unauthorized disposal of solid and/or hazardous waste. The source of the fill was Marine Shale Processors, which federal courts later found to be a sham recycler. The Company did not know until 2006 that the fill material could be something other than a non-regulated aggregate product. On December 7, 2006, the LDEQ agreed to accept the Company's plan with respect to the proper classification, delisting and later corrective action of the fill material. The Company submitted its plan to delist the fill as a hazardous waste to the LDEQ on May 31, 2007, and implemented the LDEQ approved sampling and analysis plan in early 2010. The data confirmed that the fill was appropriately classified as not hazardous. LDEQ in rulemaking approved Company's delisting petition on September 20, 2014. Accordingly, the fill is now classified as solid waste, which may 1.) be removed to a solid waste landfill and the slip area backfilled or 2.) be closed in place subject to deed recordation, possible monitoring, and a LDEQ closure order. These options will be considered in a Company Corrective Action Plan (CAP) to be submitted to LDEQ for consideration in early 2015. The Company has made provisions in its financial statements based on management's estimate of the range of potential cost to resolve this matter, and such estimates may change as more information becomes known. Depending on further developments and information about expected costs, the Company may seek a CERCLA and/or state cost recovery action from other responsible parties.

Although no assurances can be given, except as noted above, we believe that our operations are in compliance in all material respects with all environmental laws. However, stricter interpretations and enforcement of environmental laws and compliance with potentially more stringent future environmental laws could materially and adversely affect our operations.

Employment Agreements— We have employment agreements with certain of our executive officers which provide for employment of the officers through May 31, 2015, and which provide for extensions at the end of the term, subject to the parties' mutual agreement. As of December 31, 2014, the minimum annual total compensation under these agreements was $913,100.

In May 2014, the Company adopted a long-term incentive compensation program for certain key employees who are not directors, under which a maximum of approximately $3 million in aggregate may be paid by the Company during a three-year period. These costs are accrued and expensed monthly over the vesting periods of the individual awards and are approximately $100,200 per month until April 30, 2016 and $39,000 per month thereafter until April 30, 2017.

Construction Commitments – In July of 2013 the Company received a grant from the U. S. Maritime Administration to perform electrical upgrades to our Conrad Orange Shipyard. This grant was a portion of a $10 million appropriation by Congress for capital improvements and for maritime training programs at small shipyards. The grant funds must be spent in 2 years or less, and the Company must adhere to various recordkeeping and filing requirements. The Company must maintain title to the purchased equipment for a minimum of 2 years, and "Buy American" as much as practical. The total cost of the project was $1.4 million of which the Federal share for reimbursement was $687,000 and the "required portion" by the Company was $687,000. The Company was required to expend the required portion before any portion of the Federal share was distributed. At December 31, 2014 the Company had completed the project and had been reimbursed for its portion of the project

Letters of Credit and Bonds— In the normal course of our business, we are required to provide letters of credit to secure the payment of workers' compensation obligations. Additionally, under certain contracts we may be required to provide letters of credit and bonds to secure our performance and payment obligations. Bonds relating to these business activities amounted to $51.2 million and $19.9 million at December 31, 2014 and 2013, respectively.

BP Claim **–** In December 2012 and February 2013, the Company submitted Business Economic Loss claims totaling $22.6 million to the BP Settlement Fund in accordance with the Deepwater Horizon Court-Supervised Settlement Program. Certain of our businesses are located within the economic zones included in the class settlement, and we believe that the damage calculations have been made in accordance with the guidelines established for the BP Settlement Fund; however, the amounts awarded to us may be less than the amounts we submitted and some or all of our claims may be rejected. Conrad's claims have been under formal review by the BP Claims Administrator. Since June 2013, these claims have been in moratoria review, which is an automatic secondary review of the claims for certain types of industries (including shipyards) in order to ensure that the losses are related to the BP oil spill and not the federal government's moratorium on offshore drilling that followed the BP oil spill. We believe that the supporting documentation establishes that Conrad's claims are not related to the moratorium.

BP and class counsel have been unable to agree on the criteria to be used to evaluate whether claims are moratoria related. Class counsel has petitioned the court to authorize the Claims Administrator to begin processing moratoria related claims, and BP has opposed these efforts. The court has not yet rendered a decision on this issue.

Additionally, BP has contested a number of issues related to the Settlement Agreement, and many of these issues have been heard by the U.S. Fifth Circuit Court of Appeals. One issue that reached the Fifth Circuit concerns the Claims Administrator's acceptance of accounting calculations that do not involve a matching of revenues and expenses, which BP believes results in damages being paid to claimants whose losses are unrelated to the BP oil spill. However, this accounting issue should not affect Conrad because Conrad's claims are based on an accrual-based method which matches revenues and expenses.

The same Fifth Circuit panel that addressed the claim calculation method also issued a subsequent order on March 3, 2014, wherein the majority found that the Settlement Agreement does not require claimants to submit evidence that a Business Economic Loss claim arose as a result of the oil spill. Therefore, the Fifth Circuit appears to have clarified that claimants need not establish causation in order to recover under the Settlement Agreement.

BP also appealed to the Fifth Circuit the issue of the district court's certification of the plaintiff class. A separate Fifth Circuit panel subsequently ruled that the class certification was valid.

With respect to these Fifth Circuit panel decisions, BP has requested an en banc hearing from the Fifth Circuit, which was denied.

The district court has allowed the claims process to resume. BP's application to the U. S. Supreme Court to stay the process pending BP's filing and the disposition of a petition for a Writ of Certiorari to the U. S. Supreme Court was denied. BP also requested that the U. S. Supreme Court review the merits of the underlying Fifth Circuit rulings. That request also was denied.

At this time there is still no clear indication as to when the parties may reach an agreement on the parameters for moratoria claim review. Accordingly, even though the claims review process has resumed, Conrad's claims are still likely delayed due to the fact that they remain in moratoria review. In addition, BP has initiated additional levels of "fraud review," and is aggressively challenging pending claims, which is slowing down the processing of claims.

We cannot predict the timing of the resolution of this matter or whether Conrad will ultimately receive any award. Any award we receive will be subject to income taxes. No amounts related to the claims have been recorded in our financial statements at December 31, 2013 or December 31, 2014.